

CALL FOR ORDINARY GENERAL ASSEMBLY MEETING FROM BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş. BOARD OF DIRECTORS

The Ordinary General Assembly Meeting of our company will be held on Tuesday, 19.04.2022 at 13.00 at the address of the headquarters of the company headquarters at Ankara Caddesi No.335 Bornova-İZMİR for the purpose of discussing and deciding on the agenda items given below.

Pursuant to the Article 30 of the Capital Markets Law, the list of attendees is created by considering the list of shareholders provided from Merkezi Kayıt Kuruluşu A.Ş. (MKK) by our company. In the preparation of the list of attendees, the "Shareholders Chart" which will be provided before the meeting following Merkezi Kayıt Kuruluşu is taken as a basis in periods of the shares monitored. On the other hand, if our shareholders who do not want their identity and the information in their accounts to be given to our Company and therefore cannot see the information in question, want to attend the General Assembly meeting, they should apply to the intermediary institutions with their accounts and remove the "limitations" which hinder their identities and details of shares in their accounts to be given to our Company until 16.30 the day before the Ordinary General Assembly Meeting at the latest. The shareholders whose name is given in this list can physically attend the Ordinary General Assembly Meeting by showing their identity.

While our dear shareholders attend the General Assembly Meeting physically or electronically at their own disposal, it is recommended that our shareholders attend the meeting electronically within the scope of Covid-19 process measures.

Our shareholders can attend the Ordinary General Assembly Meeting themselves, either physically or electronically as well as through their representatives. Our shareholders or their representatives who will attend the General Assembly in electronically must register their e-MKK Information Portal at MKK and save their contact details and have a secure electronic signature. It is impossible for our shareholders or their representatives, who are not registered to the E-MKK Information Portal and do not have secure electronic signatures, to attend the General Assembly electronically. Additionally, our shareholders who will attend the General Assembly meeting electronically or appoint representatives electronically must enter these transactions before the General Assembly date in compliance with the electronic general assembly regulations.

Also the shareholders and representatives who want to attend the meeting electronically must fulfill their obligations in compliance with the provisions of "Regulation on General Assemblies to be Held in Electronic Media in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 and "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.

It is required for the shareholders who cannot attend the meeting themselves physically or electronically to arrange their attorneys in accordance with the example below or obtain the proxy form sample from our company center or on our website at www.baticim.com.tr and Vote by the Capital Market Board No II - 30.1. and must submit their power of attorney in compliance with the Communiqué on Attorney Gathering by Call.

In accordance with the CMB Corporate Governance Principles and related communiqués of our company, the agenda of the General Assembly Meeting, the financial statements of 2021, the Board of Directors Annual Report, Audit Reports, the General Assembly meeting date, 21 days before the date of the Ordinary General Assembly meeting will be made available for the examination of our shareholders in our Company center and on our website at www.baticim.com.tr.

It is submitted to the information of Dear Shareholders.

Kind regards,
BOARD OF DIRECTORS

**BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş. ORDINARY
ANNUAL MEETING AGENDA**

1. Opening; Authorization to sign by the Presidential Board of the Formation of the Presidential Board and the General Assembly Meeting Minutes,
2. Reading, discussing and approving the company's balance sheet, profit and loss accounts for 2021 with the Board of Directors' Annual Report and Independent External Auditing Company's reports,
3. Presentation of information about related party transactions,
4. Information presentation on donations and aids made in 2021,
5. Informing the company about the guarantees, pledges, mortgages and revenues or benefits it has gained in favor of third parties,
6. Discharge of the Members of the Board of Directors separately for 2021 activities, accounts and all other savings,
7. A discussion and decision on amending Article 6 of the Company's Articles of Association,
8. Determining the fee to be paid to the Members of the Board of Directors,
9. Deciding on the upper limit of donations to be made in 2022,
10. Discussing and decision-making of the Board of Directors' proposal on profit distribution,
11. Selection of the Independent External Auditing Firm for the audit of our company's 2022 accounts and financial statements,
12. Graduation of the Members of the Board of Directors in compliance with Articles 395 and 396 of the Turkish Commercial Code,
13. Wishes and suggestions.

**BATICIM BATI ANADOLU CIMENTO
SANAYII A.S. AMENDMENT TEXT OF
ARTICLES OF ASSOCIATION**

<u>OLD FORM:</u>	<u>NEW FORM:</u>
<p>COMPANY'S CAPITAL Article: -6-</p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law no. 6362 and has adopted this system with the decision of the Capital Market Board dated 22.09.1994 and numbered 946.</p> <p>The registered capital of the Company is 400.000.000 (four hundred million) Turkish Liras and this capital amount is divided into 40.000.000.000 (fourty billion) shares each with a nominal value of 1 (one) Kurus.</p> <p>The permission of the registered capital ceiling granted by the Capital Market Board is valid for the years 2017-2021 (5 years). Even if the registered capital ceiling has not been reached at the end of 2021, the Board of Directors must obtain authorization from the general assembly for a new period, not exceeding 5 years, by obtaining permission from the Capital Market Board for a ceiling or a new ceiling amount in order for the Board of Directors to make a capital increase decision after 2021. If the authorization is not obtained, the capital increase cannot be made with the decision of Board of Directors.</p> <p>The issued capital of the company is 180.000.000 (one hundred and eighty million) Turkish Liras, which is fully paid without simulation, divided into 18.000.000.000 (eighteen billion) shares each with a nominal value of 1 (one) Kurus.</p> <p>The capital of the company may be increased or decreased in accordance with the provisions of Turkish Trade Code and Capital Market Legislation.</p> <p>For this capital, 48.000 (forty-eight thousand) Turkish Lira each of 4.800.000 (four million eight hundred thousand) Group A bearer shares with a nominal value of 1 Kurus and 179.952.000 (one hundred seventy nine million nine hundred and fifty two thousand) Turkish Lira each with a nominal value of 1 Kurus, a total of 17.995.200.000 (seventeen billion nine hundred ninety five million two hundred thousand) bearer shares, of which 18.000.000.000 (eighteen billion) Group B bearer shares were issued and distributed to the shareholders in proportion to their shares.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the registered capital ceiling when deemed necessary in accordance with the provisions of the capital market</p>	<p>COMPANY'S CAPITAL Article: -6-</p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law no. 6362 and has adopted this system with the decision of the Capital Market Board dated 22.09.1994 and numbered 946.</p> <p>The registered capital of the Company is 800.000.000 (eight hundred million) Turkish Liras and this capital amount is divided into 80.000.000.000 (eighty billion) shares each with a nominal value of 1 (one) Kurus.</p> <p>The permission of the registered capital ceiling granted by the Capital Market Board is valid for the years 2022- 2026 (5 years). Even if the registered capital ceiling has not been reached at the end of 2026, the Board of Directors must obtain authorization from the general assembly for a new period, not exceeding 5 years, by obtaining permission from the Capital Market Board for a ceiling or a new ceiling amount in order for the Board of Directors to make a capital increase decision after 2026. If the authorization is not obtained, the capital increase cannot be made with the decision of Board of Directors.</p> <p>The issued capital of the company is 180.000.000 (one hundred and eighty million) Turkish Liras, which is fully paid without simulation, divided into 18.000.000.000 (eighteen billion) shares each with a nominal value of 1 (one) Kurus.</p> <p>The capital of the company may be increased or decreased in accordance with the provisions of Turkish Trade Code and Capital Market Legislation.</p> <p>For this capital, 48.000 (forty-eight thousand) Turkish Lira each of 4.800.000 (four million eight hundred thousand) Group A bearer shares with a nominal value of 1 Kurus and 179.952.000 (one hundred seventy nine million nine hundred and fifty two thousand) Turkish Lira each with a nominal value of 1 Kurus, a total of 17.995.200.000 (seventeen billion nine hundred ninety five million two hundred thousand) bearer shares, of which 18.000.000.000 (eighteen billion) Group B bearer shares were issued and distributed to the shareholders in proportion to their shares.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the registered capital ceiling when deemed necessary in accordance with the provisions of the capital market</p>

<p>law between 2017-2021, to issue new shares above the nominal value, to partially or completely restrict the shareholders' right to buy new shares and to make decisions in these matters. New share receiving authorization cannot be used in a way causing disparity among the share holders.</p> <p>New shares cannot be issued unless all of the issued shares are sold and their amounts are collected.</p> <p>The nominal value of the shares is 500 (five hundred) TL, and in accordance with the Law Amending the Turkish Commercial Code numbered 5274, 1 (one) New Kurus, and then the New Turkish Lira and New Kurus with the Decision of the Council of Ministers dated 4 April 2007 and numbered 2007/11963 have been changed to 1 (one) Kurus due to the abolition of "New" phrase on 1 January 2009. As a result of this change, the total number of shares has decreased and a share with a nominal value of 1 (one) (New) Kurus has been given for 20 (twenty) shares of 500 (five hundred) TL. The rights of the shareholders arising from the shares they have in relation to the said change are reserved.</p> <p>The terms "Turkish Lira" in this Articles of Association are amended in accordance with the decision of the Council of Ministers mentioned above.</p> <p>The shares representing the capital shall be monitored within the framework of dematerialization principles.</p>	<p>law between 2022-2026, to issue new shares above the nominal value, to partially or completely restrict the shareholders' right to buy new shares and to make decisions in these matters. New share receiving authorization cannot be used in a way causing disparity among the share holders.</p> <p>New shares cannot be issued unless all of the issued shares are sold and their amounts are collected.</p> <p>The nominal value of the shares is 500 (five hundred) TL, and in accordance with the Law Amending the Turkish Commercial Code numbered 5274, 1 (one) New Kurus, and then the New Turkish Lira and New Kurus with the Decision of the Council of Ministers dated 4 April 2007 and numbered 2007/11963 have been changed to 1 (one) Kurus due to the abolition of "New" phrase on 1 January 2009. As a result of this change, the total number of shares has decreased and a share with a nominal value of 1 (one) (New) Kurus has been given for 20 (twenty) shares of 500 (five hundred) TL. The rights of the shareholders arising from the shares they have in relation to the said change are reserved.</p> <p>The terms "Turkish Lira" in this Articles of Association are amended in accordance with the decision of the Council of Ministers mentioned above.</p> <p>The shares representing the capital shall be monitored within the framework of dematerialization principles.</p>
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POWER OF ATTORNEY
BATIÇİM BATI ANADOLU ÇİMENTO SANAYİİ A.Ş.

I depute who is introduced in detail below to represent me, vote, propose and sign necessary documents with regard to the remarks I made below in the Ordinary General Meeting of Batiçim Batı Anadolu Çimento Sanayii A.Ş on 19/04/2022 Tuesday at 13:00 and Group A shareholders meeting of Batiçim Batı Anadolu Çimento Sanayii A.Ş on 19/04/2022 Tuesday at 15:00 at Ankara Cad No: 335 Bornova- İZMİR.

Name and Commercial Title:

TR Identity No / Tax No, Trade Registry and Number and MERSİS number:

(*) It is compulsory to submit the equivalents (if any) of the aforementioned information for foreign representatives.

A) SCOPE OF REPRESENTATION AUTHORIZATION

1.Related to the Issues on the Agenda of the General Assembly;

- a) The attorney is authorized to vote in compliance with his own opinion.
- b) The proxy is authorized to vote in compliance with the suggestions of the partnership management.
- c) The attorney is authorized to vote in line with the instructions specified in the table below.

Agenda Items (*)	Admission	Rejection	Opposition Comment
1.			
2.			
3.			

(*) The items on the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also mentioned in order to ensure voting by proxy.

2.Particular instructions regarding other issues that may arise at the General Assembly meeting and especially the exercise of minority rights:

- a) The attorney is authorized to vote in compliance with his own opinion.
- b) The proxy is not authorized to represent on these issues.
- c) The attorney is authorized to vote in compliance with the special instructions below.

B) The shareholder specifies the shares he wants the representative to represent by choosing one of the options given below.

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

- a) Array and series: *
- b) Number / Group: **
- c) Number-Nominal Value:
- ç) Whether there is a privilege in the vote:
- d) Bearer-Nama is written: *
- e) Ratio of shareholder to total shares / voting rights:

* This information is not required for the shares monitored on record.

** Information related to the group, if any, will be added instead of the number for the shares monitored from the record.

2. I approve the representation of all of my shares in the list related to the shareholders who can attend the General Assembly prepared by MKK one day before the General Assembly day by the proxy.

NAME SURNAME or TITLE OF THE SHAREHOLDER (*):

TR Identity No / Tax No, Trade Registry and Number and MERSİS number:

Address:.....

(*) It is compulsory to submit the equivalents (if any) of the aforementioned information for foreign shareholders

SIGNATURE