

MINUTES OF THE ORDINARY MEETING OF GENERAL ASSEMBLY OF KİMTEKS POLİÜRETAN SANAYİ VE TİCARET A.Ş. FOR YEAR 2023 HELD ON 14.06.2024

Kimteks Poliüretan Sanayi ve Ticaret A.Ş. (the Company) convened on Friday, 14th June 2024, at 14:00 at the meeting address of İnkilap Mah. Dr. Adnan Büyükdeniz Cad. No:13, B Blok, Kat:2, İç Kapı No:6 34768, Ümraniye/İstanbul, under the supervision of Ministry Representative Ms. Huriye Aksoy, who was appointed by the Ministry of Trade with the letter dated 12th June 2024 and numbered 97831776.

It was understood that the invitation and announcement for the meeting were notified to Group A shareholders in person on 22.05.2024 together with the meeting agenda as stipulated in the law and the articles of association, it was announced that the Ordinary General Assembly meeting will be held upon announcement pursuant to Article 414 of the Turkish Commercial Code and the relevant announcement was made on page 241 of the Turkish Trade Registry Gazette no. 11087 dated 22.05.2024 and also on the Company's official website available at the address of <https://kimpur.com/tr> and on the Public Disclosure Platform (KAP) on 17.05.2024 and within the prescribed period and was also made on e-GMS where the Electronic General Assembly will be held and that there was no objection to the Ordinary General Assembly meeting.

The examination of the list of attendees reveals that out of a total of 243,100,000 shares corresponding to our Company's total capital of 243,100,000 TL; 100,550,255 shares corresponding to 100,550,255 TL were represented in person, and 82,116,009 shares corresponding to 82,116,009 TL were represented by proxy, making a total of 182,666,264 shares represented. Thus, it has been determined that the quorum required by both the law and the articles of association has been met.

It was further determined that pursuant to paragraphs 5 and 6 of article 1527 of the Turkish Commercial Code, the Company has performed its electronic general assembly preparations in accordance with the legislation. Ms. Damla MERMEROĞLU who is the holder of "Central Securities Depository (MKK) Electronic General Assembly System Expert Certificate" was assigned to use the electronic general assembly system, and the meeting was commenced both in physical and electronic medium at the same time, and discussion of the agenda items was initiated.

AGENDA ITEMS

Article 1 - The meeting was opened by our CFO, Mr. Zafer Demirel. By virtue of the agenda item, it was proceeded to the election of the Chairmanship of the Meeting. It was proposed to elect Mr. Zafer Demirel as the Chairman of the Meeting, Ms. Reyhan Uzun as the minutes secretary and Ms. Damla Mermeroğlu as the vote collector, and this offer was accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes.

Article 2 - In accordance with the Item 2 of the Agenda, authorizing the elected Chairman of Meeting to sign the General Assembly meeting minutes on behalf of the shareholders was accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes.

Article 3 - In accordance with the Item 3 of the Agenda, the Board of Directors Activity Report for 2023 was started to be read, discussed and submitted for approval. In line with the recommendation made, since the Board of Directors Activity Report prepared for 2023 by the Company's Board of Directors was submitted to the review of the shareholders by publishing the same on KAP on 29.04.2024, on the Company's official website available at <https://kimpur.com/tr/> on 17.05.2024 and among the general assembly documents on E-GKS, not reading it accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes. Discussions were opened on the 2023 Activity Report. Nobody took the floor for sharing positive or negative opinions. By virtue of the agenda item, voting of the Board of Directors Activity Report for 2023 started. As a result of the voting, 2023 Activity Report accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes.

Article 4 - In accordance with the Item 4 of the Agenda, the Independent Audit firm's opinion and report regarding the 2023 accounting period were read and discussed. In line with the recommendation made, since the Independent Audit Firm Report prepared for 2023 by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavir A.Ş. was submitted to the review of the shareholders by publishing the same on KAP on 29.04.2024, on the Company's official website available at <https://kimpur.com/tr/> on 17.05.2024 and among the general assembly documents on E-GKS, not reading it and only reading the independent auditor opinion were accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes.

The auditor's opinion in the Independent Audit Firm Report was read to the General Assembly by Independent Auditor Ms. Aycan Koç and discussion was opened. The Independent Audit firm's opinion and report for the 2023 accounting period were read and discussed.

Article 5- In accordance with the 5th item on the agenda, the reading, discussion, and approval of the financial statements for the 2023 fiscal year commenced. Based on the submitted proposal, it was proposed that, since the financial statements included in the Independent Audit Report for 2023 prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. were made available for our shareholders' review by being published on the Public Disclosure Platform (KAP) on 29.04.2024, on the Company's official website at <https://kimpur.com/tr/> on 17.05.2024, and on the E-GKS among the general assembly documents, the complete reading of the items in the financial statements be omitted, and instead, the main items of the balance sheet and income statement be read. This proposal was accepted by majority with 182,661,158 votes in favor and 5,106 votes against. The main items of the balance sheet and income statement for 2023 were read to the General Assembly by our Accounting Manager, Ms. Reyhan Uzun. The financial statements were opened for discussion. No one spoke for or against. In accordance with the item, the voting on the financial statements for 2023 commenced. As a result of the voting, the financial statements were accepted by majority with 182,661,158 votes in favor and 5,106 votes against.

Article 6- In accordance with Item 6 of the Agenda, the discharging of the members of the Board of Directors for the activities, transactions and accounts of the Company for the 2023 accounting period started. As a result of the voting held regarding the individual discharge of the members of the Board of Directors due to their activities and accounts in the 2023 accounting period, in which the Members of the Board of Directors did not vote on their own discharge, each member of the Board of Directors was separately discharged from their activities in the 2023 period, accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes.

Article 7- In accordance with Item 7 of the Agenda, the reading, discussion, and submission for approval of the Board of Directors' proposal on the profit distribution for the 2023 fiscal year was initiated. In line with the proposal, it was resolved to distribute the profit as specified in the attached Profit Distribution Table within the framework of Article 13 of the Company's Articles of Association and our Company's Profit Distribution Policy. The cash profit distribution is to commence on 09/07/2024, and the date for the profit distribution in the form of bonus shares is to be determined after the approval of the application to the Capital Markets Board (CMB) following the registration of the General Assembly. As a result of the voting, the proposal was accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes.

Article 8- In accordance with the 8th item on the agenda, information regarding the payments made to the Board Members and senior executives during the 2023 fiscal year was provided by Mr. Zafer Demirel. As per the same agenda item, following discussions on the remuneration to be given to the Board Members in 2024, it was decided to pay a total gross monthly amount of 1,542,000 TL to the Board Members and a total gross monthly amount of 165,000 TL to the Independent Board Members. This decision was accepted by majority vote with 178,339,397 votes in favor and 4,326,867 votes against.

Article 9- In accordance with Item 9 of the Agenda, Mr. Zafer Demirel informed the shareholders about the donations and aid made in 2023. By virtue of the same Agenda article, as a result of the negotiations on determining the upper limit for donations and aid to be made in 2024, the determination of the donation and aid limit as TRY 2,000,000 was accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes.

Article 10- In accordance with Item 10 of the Agenda, DRT Independent Audit and Free Accounting Mali Müşavirlik A.Ş. with tax identification number of 291 001 0976 and independent audit registration number of 304099 located at Eski Büyükdere Caddesi Maslak Mahallesi No:1 Maslak No:1 Plaza Maslak 34398 Sarıyer/İstanbul selected for one year for the Accounting Period of 2024 was submitted to the general assembly for approval. Within the framework of the resolution made by our Company's Board of Directors at its meeting dated 17.05.2024 pursuant to the provisions of the Turkish Commercial Code, the election of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit the financial reports of our Company in the 2024 accounting period and to carry out other activities within the scope of the relevant provisions in the related laws was accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes.

Article 11- In accordance with Item 11 of the Agenda, Mr. Zafer Demirel informed the shareholders about the collaterals, pledges, mortgages and guarantees given and income or benefits obtained by the Company in favor of third parties in 2023.

Article 12- In accordance with Item 12 of the Agenda, the authorization of the shareholders who hold the management control, the Members of the Board of Directors, senior managers and their spouses and relatives by blood or marriage up to the second degree by the general assembly within the framework of Articles 395 and 396 of the Turkish Commercial Code and in line with the Capital Markets Board Corporate Governance Communiqué was accepted unanimously, including 182,666,264 acceptance votes and 0 rejection votes. By virtue of the same Agenda item, Mr. Zafer Demirel informed the shareholders about the related transactions carried out in this context in 2023.

Article 13- In accordance with Item 13 of the Agenda, Mr. Zafer Demirel informed the general assembly about the transactions made with related parties in 2023 pursuant to the resolution of the Capital Markets Board.

Article 14- In accordance with Item 14 of the Agenda, the section on Wishes and Requests started.

Mustafa Can

1. Can we get details about the Ravago collaboration strategy?
 - As of June 15, the Ravago machinery and equipment will be moved to our Düzce factory, which we expect to be completed by the end of 2024, resulting in an additional capacity gain of 85,000 tons.
2. After Gebze and Düzce, do you have any production plans in Gaziantep, where your warehouses are located?
 - We have warehouses in that region, but there are no production plans.
3. We see that the collection periods for receivables are extending. Can we get your views on this matter?
 - It is more appropriate to look at the turnover rate of receivables along with the inventory turnover rate and the commercial debt turnover rate. Viewed this way, the Net Working Capital/Sales ratio has improved over the years.

Özcan Erden

1. Could you please provide information about the 2024 growth strategy?
 - We are in a leading position domestically and fundamentally move with the market; however, we have a serious growth strategy in export markets, exporting to over 50 countries.

Koray Sağlam

1. I think the company was very well managed in 2023, thank you. What is the strategic importance of the Ravago collaboration?
 - In addition to acquiring Ravago's sales portfolio, we will benefit from their extensive export network and gain an additional capacity of 85,000 tons; it will be a positive collaboration in every aspect.
2. What are your future plans for the USA & UK, and you mentioned in the investor presentation that the 2024 UTECH fair was successful. Can you provide more information?
 - We have growth targets in these regions; as you mentioned, we had a very successful fair, and we saw that we are in the same league as global players.

Gökhan Özen

1. Where do you import raw materials from?
 - Mainly from the Far East and Europe.

Since there is no other item to be discussed on the agenda and there are no shareholders objecting to the resolutions passed, the Chairman of the Meeting ended the General Assembly at: 15.24

CHAIRMAN OF MEETING
Zafer Demirel

MINUTES SECRETARY
Reyhan Uzun

VOTE COLLECTOR
Damla Mermeroğlu Güleçyüz

MINISTRY REPRESENTATIVE
Huriye Aksoy

PROFIT DISTRIBUTION TABLE						
Kimteks Poliüretan San. Ve Tic. A.Ş. Dividend Distribution Statement 2023 (TRY)						
1. Paid-Up/Issued Capital					243,100,000	
2. General Legal Reserve (According to Legal Records)					24,310,000	
If distribution of profit involves any privilege pursuant to the articles of association, information on the related privilege					None.	
			As per CMB		According to Legal Records (LR)	
3.	Profit for the Period		781,400,806.00		702,012,459.12	
4.	Tax Income / (Expense) (+)		176,487,927.00		19,682,072.77	
5.	Net Profit for the Period (=)		604,912,879.00		682,330,386.35	
6.	Accumulated Losses (-)		0.00		0.00	
7.	General Legal Reserve (Primary)		24,310,000.00		24,310,000.00	
7A.	2% of R&D Discount (investment will be made in Incubation centers and or Venture Capital that will remain in the company)		1,954,267.42		0.00	
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD		578,648,611.58		658,020,386.35	
9.	Donations Made within the Year (+)		1,614,288.12		0.00	
10.	Net Distributable Profit for the Period Inclusive of Donations		580,262,899.70		658,020,386.35	
11.	First Dividend Distribution to Shareholders		363,100,000.00		137,879,868.26	
	- Cash		120,000,000.00		0.00	
	- Bonus		243,100,000.00		137,879,868.26	
	- Total		363,100,000.00		137,879,868.26	
12.	Dividend Distributed to Shareholders Holding Preference Shares		0.00		0.00	
13.	Other Dividends Distributed		0.00		0.00	
	- Directors					
	- Employees					
	- Non-Shareholders					
14.	Dividend Distributed to Holders of Dividend Right Certificates		0.00		0.00	
15.	Second Dividend Distribution to Shareholders		0.00		0.00	
16.	General Legal Reserve (Secondary)		12,000,000.00		12,000,000.00	
17.	Status Reserves		0.00		0.00	
18.	Special Reserves		0.00		0.00	
19.	EXTRAORDINARY RESERVES		203,548,611.58		508,140,518.09	
20.	Other Sources Planned for Distribution		0.00		225,220,131.74	
	DIVIDEND RATES TABLE					
	GROUP	TOTAL DIVIDEND DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO A SHARE WITH A NOMINAL VALUE OF TL 1	
		CASH (TRY)	BONUS (TRY)		RATIO (%)	AMOUNT (TRY)
GROSS	A	32,579,186	66,000,000	63%	1.4936	149.362
	B	87,420,814	177,100,000	63%	1.4936	149.362
	TOTAL	120,000,000	243,100,000	63%	1.4936	149.362
NET	A	29,321,267	59,400,000	56%	1.4936	149.362
	B	78,678,733	159,390,000	56%	1.4936	149.362
	TOTAL	108,000,000	218,790,000	56%	1.4936	149.362