

KİMTEKS POLİÜRETAN SANAYİ VE TİCARET A.Ş.
GENERAL ASSEMBLY DISCLOSURE DOCUMENT

Our Company's Ordinary General Assembly Meeting will be held on Friday, 14/06/2024, at 14:00, at the company headquarters located at İnkılap Mah. Dr. Adnan Büyükdeniz Cad. No: 13, Block B, Floor: 2, Inner Door No: 6, 34768, Ümraniye/Istanbul, to review the activities of the fiscal year 2023 and discuss and decide on the agenda outlined below.

Pursuant to the Turkish Commercial Code No. 6102, Article 415 Paragraph 4, the Capital Markets Law, Article 30, Paragraph 1, the right to attend the general assembly and to vote is not subject to the storage of share certificates. In this regard, if our shareholders want to attend the General Assembly Meeting, they do not need to block their shares. Shareholders who wish to attend the General Assembly Meeting shall follow the procedures announced by the Central Registry Agency (CRA).

Since all the shares of our company are monitored by CRA, the list of those who can attend the general assembly meeting shall be prepared by the board of directors based on the shareholder chart provided by CRA. The aforementioned list shall be used to check whether the persons who physically come to the meeting room to attend the Ordinary General Assembly Meeting are shareholders or representatives. Our shareholders, who have the right to attend the general assembly meeting, may attend the general assembly to be held at the above-mentioned address in person or by their representatives, or, if they wish, in person or by their representatives electronically, using their secure electronic signatures via e-GKS provided by CRA. Our shareholders or their representatives who want to attend the meeting electronically shall have an Electronic Signature Certificate.

The shareholders can authorize their representatives using e-GCS. In addition, they shall submit their representatives to our Company with their signatures notarized by fulfilling the provisions stipulated in "Communiqué No II-30.1 on Proxy Voting and Proxy Gathering by Invitation" of Capital Markets Board, published in the Official Gazette No 28861, dated 24.12.2013. A copy of the Power of Attorney form can also be obtained from our registered office or our website (<https://kimpur.com/tr/>). They can also appoint representatives at the meeting by filling out the power of attorney form and having their signatures notarized or by adding the notarized signature circular to the power of attorney form bearing their signature. The power of attorney, which is obligatory in the Communiqué II-30.1, CMB and do not comply with the power of attorney sample included in the ANNEX-1, shall certainly not be accepted due to our legal responsibility.

General Assembly Meeting in person:

- Real person shareholders can participate by presenting their identities,
- Legal entity shareholders can participate by presenting their authorization documents together with the identity of the persons authorized to represent and bind the legal entity,
- Representatives of real and legal persons can participate by presenting their identity documents and representation documents,
- Representatives authorized via e-GKS can participate by presenting their identities and signing the list of attendees.

Our shareholders, who will attend the general assembly electronically via E-GKS, can obtain information on the procedures and principles regarding participation, appointment of representatives, making suggestions, expressing opinions and voting on the website of CRA (www.mkk.com.tr). Shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette No 28395, dated August 28, 2012, and "Communiqué on the Electronic General Assembly System to be Implemented in the General Assembly of Joint Stock Companies" published in the Official Gazette No 28396, dated August 29, 2012.

Financial Statements for the year 2023, Independent Audit Report, Board of Directors Activity Report, Profit Distribution Table and the following agenda items, and Disclosure Document containing the explanations for compliance with the Capital Markets Board regulations and Corporate Governance Principles shall be made available to our shareholders for review in the Electronic General Assembly system on the corporate website: <https://kimpur.com/tr/>, the Public Disclosure Platform and the Electronic General Assembly System page of the Central Registry Agency's website, at least three weeks before the meeting date, excluding the days of meeting and announcement, within the legal period, at the registered office..

ADDITIONAL EXPLANATIONS ON THE GENERAL ASSEMBLY UNDER CORPORATE GOVERNANCE PRINCIPLES

I. Shareholding Structure and Voting Rights

Regarding the use of voting rights in our company's Articles of Association, Group A shareholders or their proxies present at ordinary and extraordinary general assembly meetings have 5 (five) voting rights for each share. Group B shareholders or their proxies have 1 (One) vote for each share.

The shareholding structure and voting rights of our company as of the date of announcement of this Disclosure Document are presented for your information in the table below.

Partner's Name-Surname/Trade Title	Share in the Capital (TL)	Share in the Capital (%)	Voting Rate (%)
Yuda Leon Mizrahi	81.205.180	33,40	53,24
Etel Sason	24.711.890	10,17	4,87
Beti Mizrahi Sunderland	19.091.380	7,85	3,76
Isak Izi Mizrahi	19.091.380	7,85	12,52
Salvo Ozsarfati	17.710.000	7,29	3,49
Innovis Ticaret ve Danışmanlık A.Ş	14.267.932	5,87	8,90
Other	67.022.238	27,57	13,22
Total	243.100.000	100	100

II. Information on Changes in the Management and Company Activities and its Subsidiaries that have taken place in the previous accounting period or planned for the future accounting periods that will significantly affect the activities of the partnership, and the Reasons for these Changes

In 2023, there were no management and operational changes that would significantly affect the activities of our Company and/or its subsidiaries that took place in the previous accounting period or planned for the future accounting periods.

III. Information on the Requests of the Shareholders by the Capital Markets Board and Other Public Institutions and Organizations for Adding an Item to the Agenda:

The agenda of the ordinary general assembly meeting for 2023, which will be held on 14/06/2024, was prepared, and the shareholders did not submit any subject in writing to the "Company's Investor Relations Unit". In addition, there was no request conveyed to the Company by the CMB and/or other public institutions and organizations to include any item on the agenda.

IV. Explanations on the Agenda Items of the Ordinary General Assembly Meeting dated 14/06/2024

1. Opening and foundation of the meeting chairmanship

A Meeting Chairman is elected. The chairman shall chair the General Assembly meeting in accordance with "Turkish Commercial Code No. 6102", "Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to Attend These Meetings" ("Regulation" or "General Assembly Regulation") and the General Assembly Internal Directive, Article 7. At least one Minutes Clerk is appointed by the Meeting Chairman in accordance with the Internal Directive of the General Assembly. The Chairman may also elect a sufficient number of vote collectors.

2. Authorizing the Meeting Chairmanship to sign the Meeting Minutes

In order to ensure ease of operation and speed in implementation, the issues regarding the signature of the minutes of the General Assembly meeting on behalf of the shareholders by the Meeting Chairmanship shall be submitted for the approval of our shareholders.

3. Reading, discussing and submitting the Annual Report of the Board of Directors for 2023,

Pursuant to Turkish Commercial Code, Regulation, Capital Market Law and other regulations, information shall be given at the General Assembly about the Board of Directors Activity Report for the accounting period of 01.01.2023 and 31.12.2023, which is submitted for the examination of our shareholders in the website: <https://kimpur.com/tr/>, the Public Disclosure Platform and the electronic general assembly system of the Central Registry Agency, for three weeks before the General Assembly meeting, excluding the days of meeting and announcement, at the registered office. The reports shall be submitted for their approval.

4. Reading and discussing the Independent Audit Institution's opinion and report on the accounting period of 2023,

Pursuant to TCC, Regulation, Capital Market Law and other regulations, information shall be given at the General Assembly about the opinion of the Independent Audit Firm prepared in accordance with the regulations of the TCC and the Capital Markets Board, which is submitted for the examination of our shareholders in the website: <https://kimpur.com/tr/>, the Public Disclosure Platform and the electronic general assembly system of the Central Registry Agency, for three weeks before the General Assembly meeting, excluding the days of meeting and announcement, at the registered office.

5. Reading, discussing and submitting the financial statements for the accounting period of 2023,

Pursuant to TCC, Regulation, Capital Market Law and other regulations, information shall be given at the General Assembly about the Financial Statements for 2023 prepared in accordance with the regulations of the Turkish Commercial Code and the Capital Markets Board, which is submitted for the examination of our shareholders in the website: <https://kimpur.com/tr/>, the Public Disclosure Platform and the electronic general assembly system of the Central Registry Agency, for three weeks before the General Assembly meeting, excluding the days of meeting and announcement, at the registered office.

6. Submission of the Members of the Board of Directors separately for the activities, transactions and accounts for the accounting period of 202,

The release of our members of the Board of Directors separately for their activities, transactions and accounts in 2023 shall be submitted to the approval of our shareholders at the General Assembly in accordance with the provisions of the TCC and the Regulation.

7. Reading, discussing and submitting the proposal of the Board of Directors on the distribution of profits for the accounting period of 2023,

The Company has a net profit of 682.330.386,35 TL for the period in our financial statements prepared in accordance with the provisions of the TAX PROCEDURE LAW and a net profit of 607.597.998 TL for the period in our consolidated financial statements prepared in accordance with TMS/IFRS published by the Public Oversight, Accounting and Auditing Standards Authority (KGK) and the mandatory formats determined by the CMB, in line with the provisions of the Turkish Commercial Code and the Capital Markets Board's Communiqué No II-14.1 "Principles of Financial Reporting in the Capital Markets".

The distribution as specified in Article 13 of the company's articles of association and within the framework of our company's profit distribution policy; the initiation of profit distribution to be carried out in cash and in the form of bonus shares starting from 09/07/2024 will be presented to the opinions and approval of our shareholders at our company's ordinary general assembly meeting, where the works of 2023 will be examined and the written agenda will be discussed and resolved.

Dividend distribution table (ANNEX-2) prepared by our Board of Directors in accordance with the CMB legislation and the Articles of Association shall be submitted for the opinions and approval of our shareholders at the General Assembly.

8. Providing information about the payments made to the members of the Board of Directors and senior executives in the accounting period of 2023, taking a decision regarding the attendance fees to be given to the members of the Board of Directors in 2024,

Our shareholders shall be informed about the payments made to the members of the Board of Directors and senior executives at the ordinary general assembly meeting to be held on 14/06/2024. In addition, a decision shall be taken regarding the attendance fees to be given to the members of the Board of Directors in 2024.

9. Informing the shareholders about the donations and aids made in 2023 and determining the upper limit for the donations and aids to be made in 2024,

Pursuant to the Capital Markets Board's Dividend Communiqué no II-19.1, Article 6, the limit of the donation to be made shall be determined by the general assembly in cases not specified in the Articles of Association, and the information on donations and payments made shall be provided to the shareholders at the ordinary general assembly.

Considering the magnitude of the effects and needs arising from the force majeure situation following the earthquake that occurred on 06.02.2023, in accordance with the decision of the Capital Markets Board Decision Making Body dated 09/02/2023 and numbered 8/174, it has been taken into account that donations and aid to be made by our company will continue within the year 2023, and the upper limit of donations and aid has been determined as 6,000,000 Turkish Liras for the year 2023 with the approval of the general assembly. The total donations and aids made in 2023 is 2,397,288.12 Turkish Liras.

The upper limit for donations and assistance is determined as 2,000,000 Turkish Liras for each calendar year in accordance with the company's articles of association. However, the Board of Directors proposes to maintain the upper limit for donations and assistance at 2,000,000 TL for the year 2024. Within this context, the upper limit for donations and assistance to be made in 2024 will be presented to the approval of our shareholders at the General Assembly.

10. Approval of the independent audit organization, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., which was elected by the Board of Directors of our company for a year for the accounting period of 2024,

Our Company's Board of Directors has decided to elect DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Independent Audit Institution) with tax no 291 001 0976 and independent audit registry no 304099, located at address of Eski Büyükdere Caddesi Maslak mahallesi No:1 Maslak No:1 Plaza Maslak 34398 Sarıyer/Istanbul, which has been elected by our Company's Board of Directors for one year for the Accounting Period of 2024, by receiving the opinion of the Audit Committee at the meeting of our Board of Directors dated 17/05/2024 in accordance with the regulations of the Turkish Commercial Code and the Capital Markets Board, and this election shall be submitted to the approval of our shareholders at the General Assembly.

11. Informing the shareholders about the income or benefits obtained by the Company in 2023 with the guarantees, pledges, mortgages and sureties given in favor of third parties,

Pursuant to the "Corporate Governance Communiqué" No II-17.1, Article 12 of the Capital Markets Board, the Company is required to include the income or benefits obtained by guarantees, pledges, mortgages and sureties given in favor of third parties as a separate item in the agenda of the ordinary general assembly meeting. There are no guarantees, pledges and mortgages given in favor of third parties by our company in 2023.

12. Informing the shareholders holding the management control, the members of the Board of Directors, senior managers and their spouses and relatives by blood and marriage up to the second degree, about the transactions in 2023, in line with the Turkish Commercial Code, Articles 395 and 396 and the Capital Markets Board's Corporate Management Communiqué,

The members of the Board of Directors can only make transaction with the approval of the General Assembly in accordance with first paragraph of Article 395 of the TCC titled "Prohibition of Transactions with the Company, Borrowing to the Company" and Articles 396 titled "Prohibition of Competition".

Pursuant to the Corporate Governance Principle No 1.3.6, CMB, in the event that the shareholders holding the management control, the members of the board of directors, the managers with administrative responsibility, and their spouses and relatives by blood and marriage up to the second degree make a significant transaction that may cause a conflict of interest with the partnership or subsidiary and/or that the partnership or its subsidiaries carry out a commercial business type transaction on their own or someone else's account, or enter into another partnership agreement with the same type of commercial business as an unlimited partner, the said transactions shall be included in the agenda of the general assembly as a separate agenda item and recorded in the minutes of the general assembly in order to give detailed information on the subject at the general assembly.

In order to fulfill the requirements of these regulations, it shall be submitted to the approval of our shareholders at the General Assembly for permission to be granted.

In addition, shareholders shall be informed about whether there are any transactions carried out within this scope in 2023, and if so, about the transactions and their amounts, in accordance with the Capital Markets Board's Corporate Governance Communiqué

13. Informing the shareholders about the transactions made with related parties in 2023 pursuant to the decision of the Capital Markets Board,

Information has been given about transactions with Related Parties in the footnotes of the Independent Audit Report 2023, and our shareholders shall be informed at the ordinary general assembly meeting to be held on 14/06/2024.

14. Requests

ANNEXES

ANNEX 1: Power of attorney

ANNEX 2: Profit Distribution Table for 2023