GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ
INFORMATION DOCUMENT OF
2024 ORDINARY GENERAL ASSEMBLY DATED APRIL 30, 2025

ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CMB CORPORATE GOVERNANCE PRINCIPLES

The additional explanations related to the agenda items, which should be provided in accordance with corporate governance principle 1.3.1 in Capital Market Board's "Communiqué on Corporate Governance" numbered II-17.1, are presented below and general information has been presented to our shareholders' information in this section:

1. Shareholding Structure and Voting Rights:

Authorized capital of Gübre Fabrikaları Türk Anonim Şirketi ("the Company" or "Gübretaş") is TRY 1.000.000.000 and issued capital is TRY 334.000.000. There are no privileged shares in the Company. The shareholding structure of the Company as of April 2, 2025, which is the date of the invitation of General Assembly, is as follows:

Shareholders	Share Amount-₺	Share in Capital (%)	Voting Right	Voting Right (%)
Central Union of Turkish Agricultural Credit Cooperatives	262.954.535,88	78,73%	26.295.453.588	78,73%
Other	71.045.464,12	21,27%	7.104.546.412	21,27%
Total	**334.000.000**	**100,00%**	**33.400.000.000**	**100,00%**

2. Information Regarding Changes in the Management and Operations that would have a Significant Impact on the Company and our Subsidiaries:

Informations about the managerial and operational changes, which can have significant effect on Gübretaş and its subsidiaries, are being announced to public through material disclosures and financial statements.

These disclosures can be found at the website of the Public Disclosure Platform ("KAP") at https://www.kap.org.tr/tr/sirket-bilgileri/ozet/974-gubre-fabrikalari-t-a-s and corporate internet site at https://www.gubretas.com.tr/tr/ozel-durum-aciklamalari.

3. Information Regarding the Requests of the Shareholders for Inclusion of additional items onto the Meeting Agenda:

Investor and Subsidiary Relations Department of the Company has not received any written requests from its shareholders regarding the inclusion of any additional items onto the agenda of the 2024 Annual General Assembly.

EXPLANATIONS REGARDING THE AGENDA OF
ORDINARY GENERAL ASSEMBLY MEETING DATED MAY 2, 2024

1. **Opening and establishment of the Meeting Chairmanship**
   The Meeting Board, which consists of the chairman, vote collector and minutes scribe, shall be constituted to conduct the Ordinary General Assembly within the framework of Turkish Commercial Code No: 6102, "Regulation on Procedures and Principles of Ordinary General Assemblies of Joint Stock Companies and Representatives of the Ministry who shall attend these Meetings" ("Regulation" or "General Assembly Regulation") and related "Internal Directive" of the Company.

2. **Reading and discussion of the 2024 fiscal year Annual Report of the Board of Directors**
   Activity Report of the Board of Directors for the fiscal year 2024, shall be read at the General Assembly and be submitted for the negotiation of the Company's shareholders.

3. **Reading of the Independent Auditor's Report for the 2024 fiscal year**
   "The Independent Auditor Report" signed by BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş. (BDO International Network), which was selected to audit the financial statements for the period between 01.01.2024–31.12.2024 and to conduct related activities according to regulations, shall be read.

4. **Reading, discussion, and voting for the approval of financial statements for the 2024 fiscal year**
   Financial Statements for the period between 01.01.2024–31.12.2024 will be read and submitted to the negotiation and approval of the Company's shareholders.

5. **Voting for the acquit of Board of Directors members from liability**
   The acquittal of the Company's Board of Directors due to their activities and accounts of the year 2024 shall be submitted for the approval of the Company's shareholders.

6. **Discussion and voting on the Board of Directors' proposal for profit distribution**
   The profit distribution proposal of the Board of Directors, included in Appendix-1 and announced on the Public Disclosure Platform (PDP) on 02.04.2024, will be presented for shareholders' approval at the General Assembly meeting.
7. **Determination and voting on the remuneration to be paid to Board of Directors members during their term of office**
   Within the scope of the "Remuneration Policy" included in Appendix-2, proposals submitted by shareholders on this matter will be put to a vote at the General Assembly, and the fees to be paid to the Board of Directors members will be determined.

8. **Election of the Board of Directors members, determination of their terms of office and submission to vote**

   At the General Assembly meeting, the proposals submitted by shareholders on this matter will be put to a vote, and the election of the Board of Directors members will take place.

   For independent Board member nominations, our Board of Directors has nominated Mr. Hasan DURSUN and Dr. Vahit Ferhan BENLİ, in line with the decision announced in the Public Disclosure Platform (PDP) notification dated 18.02.2025. Their candidacy will be presented for shareholders' approval during the General Assembly meeting.

9. **Submitting the registered capital ceiling renewal and the articles of association amendment to the vote**

   The extension of the expired registered capital term for a period of 5 years and the amendment to the articles of association outlined in Appendix-3 will be presented for shareholders' approval at the General Assembly meeting.

10. **Within the scope of the Turkish Commercial Code and the Capital Markets Board regulations, the Independent Audit Firm proposed to be elected by the Board of Directors is put to a vote**

    The independent auditor to be appointed for auditing the financial statements for the 2025 fiscal year and conducting other activities within the scope of the relevant regulations, as proposed by the Board of Directors and based on the opinions of the Audit Committee, announced on the Public Disclosure Platform (PDP) on April 2, 2025, will be presented for shareholders' approval at the General Assembly meeting.

11. **Informing the General Assembly about guarantees, pledges, mortgages, sureties provided in favor of third parties, and any income or benefits obtained in the 2024 fiscal year**

    In the General Assembly, shareholders will be duly informed about any guarantees, pledges, mortgages, sureties provided in favor of third parties, as well as the income or benefits obtained during the 2024 fiscal year, if applicable.

12. **Informing the General Assembly about transactions carried out in accordance with principle 1.3.6 in the annex of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1**

    Information regarding the transactions specified in article 1.3.6 of the Corporate Governance Principles, annexed to the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, will be presented to the General Assembly.

13. **Informing the General Assembly about the donations and aids made in 2024, determining the donation and aid ceiling that can be made in 2025 and putting it to a vote**

    In accordance with article 6 of the Dividend Communiqué No. II-19.1 of the Capital Markets Board, donations made during the 2024 fiscal year will be presented to the General Assembly for their information.

14. **Providing information to the General Assembly about transactions made within the scope of the Share Buyback Program**

    Transactions conducted within the scope of the Share Buyback Program, which came into effect with the approval of the Extraordinary General Assembly on 25.11.2024, will be presented to the General Assembly for their information.

15. **Within the scope of Articles 395 and 396 of the Turkish Commercial Code, submitting the permission to be given to the Board of Directors to the vote. Informing the General Assembly about any transactions made within this scope**

    The members of our Board of Directors can do business as stipulated in 395th and 396th articles of Turkish Commercial Code entitled “Prohibition of Conducting Transaction with Company, The Prohibition of Borrowing to Company” and “Prohibition of Competition” only with the approval of the general assembly. In order to fullfill the necessity of these regulations, the granting of this permission shall be presented to our shareholders’ approval at the General Assembly meeting.

16. **Wishes, requests and closing.**

    The meeting will be adjourned by the Meeting Chairmanship.

ANNEX -1

Profit Distribution Proposal of Gübre Fabrikaları T.A.Ş. for the year 2024

The Table of Dividend Distribution of Gübre Fabrikaları T.A.Ş. for the year 2024 (TRY)			
1. Paid-In / Issued Capital			334.000.000,00
2. Total Legal Reserves (According to Legal Records)			915.014.616,23
Information on privileges in dividend distribution, if any, in the Articles of Association			None
		According to CMB	According to Legal Records
3	Current Period Profit	447.922.795,00	(672.364.315)
4	Taxes Payable (-)	12.612.074,00	-
5	Net Current Period Profit (=) (Net Profit to Parent Company for CMB)	629.075.729,00	(672.364.315)
6	Losses in Previous Years (-)	-	-
7	Primary Legal Reserves (-)	-	-
8	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	629.075.729,00	(672.364.315)
9	Donations Made during the Year (+)	1.649.438,55	1.649.438,55
10	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated (=)	630.725.167,55	(670.714.876,45)
11	First Dividend to Shareholders	-	-
	Cash	-	-
	Stock	-	-
	Total	-	-
12	Dividend Distributed to Owners of Privileged Shares	-	-
13	Other Dividend Distributed	-	-
	To the Members of the Board of Directors	-	-
	To the Employees	-	-
	To None Shareholders	-	-
14	Dividend to Owners of Redeemed Shares	-	-
15	Second Dividend to Shareholders	-	-
16	Secondary Legal Reserves (-)	-	-
17	Statutory Reserves	-	-
18	Special Reserves	-	-
19	EXTRAORDINARY RESERVES	-	-
20	Other Distributable Resources	-	-

The Table of Dividend Distribution of Gübre Fabrikaları T.A.Ş. for the year 2024 (TRY)						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TRY	
		CASH (TRY)	STOCK (TRY)	SHARE (%)	AMOUNT (TRY)	SHARE (%)
GROSS	TOTAL	0,00	0,00	0,00%	0,0000	0,00
NET	TOTAL	0,00	0,00	0,00%	0,0000	0,00

ANNEX -2

GÜBRETAŞ FABRİKALARI T.A.Ş.
REMUNERATION POLICY

Remuneration Principles for the Members of Board of Directors and Executives with Administrative Responsibility

Gübre Fabrikaları T.A.Ş. remunaration policy document defines remuneration system and practices for the members of board of directors and top managers in the scope of those who have administrative responsibility as required by CMB Corporate Governance Principles regulations.

Remuneration Principles for the Members of the Board of Directors and the Executives with Administrative Responsibility are established in accordance with the international standards and the legal obligations by taking into consideration the macro-economic data in the market, the compensation policies prevailing in the market, the size of the company and the experiences, trainings, contributions of the individuals with respect to their current positions.

The basic purpose of this remunaration policy formed in the scope of principles above is to reward the success for the purpose of supporting our company to realize targets of company employees and to obtain the work results above their targets and to place the targetfocused performance culture in our company.

Remuneration Principles for the Members of Board of Directors

Within the scope of the Provisions of Articles of Association and relevant legislation which is valid for all the members of the Board of Directors, the amounts of fixed monthly fee, attendance fee and travelling expenses determined by the General Assembly are paid to the Board of Directors.

Remunerations paid to managers are determined by The Board of Directors.

For the remuneration of Independent Board Members, payment plans based on profit share, stock options or the company's performance may not be used. The wages for Independent Board Members shall be at a level reasonable for them to sustain their independence.

Remuneration Principles for Executives with Administrative Responsibility

Human Resources Department and Remuneration Committee defines its proposals related to the salary calculation of the senior managers considering the long-term objectives of the Company.

Remunerations for Executives with Administrative Responsibility arranged and applied in accordance with the fair, objective, appreciating high performance, competitive, rewarding and motivating criterias in the direction of the main targets of company.

ANNEX -3

CURRENT ARTICLE NEW ARTICLE	NEW ARTICLE
II. CAPITAL AND SHARE STOCKS **Article 7 - Company's Capital** The Company has accepted authorised capital system according to provisions of Code No. 2499 and started this system with permission dated 11.9.1987 and no. 533 of the Capital Market Board. Company's upper limit of authorised capital is 1.000.000.000,00 TL (onebillion Turkish Liras). Company's issued capital has been divided into 33.400.000.000,00 (Thirtythreebillion fourhundredmillion) shares each amounting to nominal value of 1 (One Kuruş). While the nominal value of shares was 500.- TL (Five Hundred Turkish Liras), it was changed into firstly 1 YKr (One New Kuruş) within the scope of Code 5274 regarding modification in TTK. then 1 Kr (One Kuruş) within 4 April 2007 date and the Council of Ministers Decision No. 2007/11963 of the New Turkish Lira and New Kuruş in the "new" word to be removed on 1 January 2009. In these Articles of Association of the "Turkish Lira" labeled in accordance with the abovementioned Decision of the Council of Ministers are changed expressions. Due to this change, total number of shares has been decreased, and 1 (One Kuruş) nominal value share is to be given for 20 shares each of which is 500 TL (Five hundred Turkish Liras). Concerning the said modification, rights incurred from shares owned by partners are kept reserved. Shares representing capital are tracked in records within the frames of registration principles. The upper limit of authorised capital giving from Capital Market Board is valid between 2020 - 2024 years (Five years). Even if authorised capital cannot be reached to at the end of 2024, because board of directors makes decision to issue paid-in-capital after 2024, to get authorization for new time limit from General Assembly thereby getting allowance of previously permitted upper limit or new upper limit from Capital Market Board is obligation. The duration of this authority may be extended by 5-year periods with the resolution of General Assembly. Unless such authorisation is received, these corporations cannot make a capital increase by a decision of the Board of Directors.	**II. CAPITAL AND SHARE STOCKS** **Article 7 - Company's Capital** The Company has accepted authorised capital system according to provisions of Code No. 2499 and started this system with permission dated 11.9.1987 and no. 533 of the Capital Market Board. Company's upper limit of authorised capital is **2.000.000.000,00 TL (twobillion Turkish Liras).** Company's issued capital has been divided into 33.400.000.000,00 (Thirtythreebillion fourhundredmillion) shares each amounting to nominal value of 1 (One Kuruş). While the nominal value of shares was 500.- TL (Five Hundred Turkish Liras), it was changed into firstly 1 YKr (One New Kuruş) within the scope of Code 5274 regarding modification in TTK. then 1 Kr (One Kuruş) within 4 April 2007 date and the Council of Ministers Decision No. 2007/11963 of the New Turkish Lira and New Kuruş in the "new" word to be removed on 1 January 2009. In these Articles of Association of the "Turkish Lira" labeled in accordance with the abovementioned Decision of the Council of Ministers are changed expressions. Due to this change, total number of shares has been decreased, and 1 (One Kuruş) nominal value share is to be given for 20 shares each of which is 500 TL (Five hundred Turkish Liras). Concerning the said modification, rights incurred from shares owned by partners are kept reserved. Shares representing capital are tracked in records within the frames of registration principles. The upper limit of authorised capital giving from Capital Market Board is valid between **2025 - 2029** years (Five years). Even if authorised capital cannot be reached to at the end of **2029**, because board of directors makes decision to issue paid-in-capital after **2029**, to get authorization for new time limit from General Assembly thereby getting allowance of previously permitted upper limit or new upper limit from Capital Market Board is obligation. The duration of this authority may be extended by 5-year periods with the resolution of General Assembly. Unless such authorisation is received, these corporations cannot make a capital increase by a decision of the Board of Directors.

The issued capital of the Company is, 334.000.000,00 TL (Threehundredthirtyfourmillion Turkish Liras) which has been fully paid. Of this capital, 2.337.820,00 - TL (Twomillion threehundredthirtyseventhousand eighthundred twenty Turkish Liras)'has been paid in cash. Of the remaining amount, 15.161.068,60 TL (Fifteenmillion onehundredsixtyonethousand sixtyeight Turkish Liras sixty Kuruş) is subscribed by Value Increase Fund formed as required by provisions of revaluation provisions enforced by Code 2731 which includes modifications in Tax procedure Code No. 213, the amount of 290.656.985,33 TL (Twohundredninetymillion sixhundredfiftysixthousand ninehundredeightyfive Turkish Liras thirtythree Kuruş), from Unusual Reserve Funds, the amount of 25.159.164,89 TL (Twentyfifemillion onehundredfiftyninethousands onehundredsixtyfour Turkish Liras eightynine Kuruş) from inflation adjustment on equity, the amount of 684.959,75 (Sixhundredeigtyfourthousands ninehundredfiftynine Turkish Liras seventyfive Kuruş) from real estate sales added to capital, and the amount of 1.43 TL (One TurkishLiras fortythree Kuruş) from capital increases made after Gübretaş Gübre Pazarlama ve Terminalcilik A.Ş. has been transferred. The shares issued in return for the internal resources added to the capital have been distributed to the Company's shareholders without charge, in proportion to their shares. Board of Directors is authorized to increase the issued capital, when he deems as necessary, between 2020 - 2024, in accordance with the provisions of Capital Market Legislation.	The issued capital of the Company is, 334.000.000,00 TL (Threehundredthirtyfourmillion Turkish Liras) which has been fully paid. Of this capital, 2.337.820,00 - TL (Twomillion threehundredthirtyseventhousand eighthundred twenty Turkish Liras)'has been paid in cash. Of the remaining amount, 15.161.068,60 TL (Fifteenmillion onehundredsixtyonethousand sixtyeight Turkish Liras sixty Kuruş) is subscribed by Value Increase Fund formed as required by provisions of revaluation provisions enforced by Code 2731 which includes modifications in Tax procedure Code No. 213, the amount of 290.656.985,33 TL (Twohundredninetymillion sixhundredfiftysixthousand ninehundredeightyfive Turkish Liras thirtythree Kuruş), from Unusual Reserve Funds, the amount of 25.159.164,89 TL (Twentyfifemillion onehundredfiftyninethousands onehundredsixtyfour Turkish Liras eightynine Kuruş) from inflation adjustment on equity, the amount of 684.959,75 (Sixhundredeigtyfourthousands ninehundredfiftynine Turkish Liras seventyfive Kuruş) from real estate sales added to capital, and the amount of 1.43 TL (One TurkishLiras fortythree Kuruş) from capital increases made after Gübretaş Gübre Pazarlama ve Terminalcilik A.Ş. has been transferred. The shares issued in return for the internal resources added to the capital have been distributed to the Company's shareholders without charge, in proportion to their shares. Board of Directors is authorized to increase the issued capital, when he deems as necessary, between **2025 - 2029**, in accordance with the provisions of Capital Market Legislation.