

## **TUREKS TURUNÇ MINING AND FOREIGN TRADE INC.**

### **INFORMATION DOCUMENT FOR THE 2025 ORDINARY GENERAL ASSEMBLY MEETING**

**Afyonkarahisar Trade Registry Directorate**  
**Trade Registry No: 5566**

The 2025 Ordinary General Assembly Meeting of our Company will be held to discuss and resolve the agenda items listed below on Monday, April 6, 2026 at 10:30 AM, at Akrones Thermal Hotel, Beytepe Hall, Dörtüol Mah. Turgut Özal Cad. No:38, Merkez, Afyonkarahisar.

Shareholders may attend the Ordinary General Assembly in person, either physically or electronically, or through their authorized representatives. Shareholders attending physically can exercise their rights over the shares registered in the “Shareholders List” in the Central Securities Depository (MKK) system by presenting identification.

Electronic participation is possible through the Electronic General Assembly System (EGAS) using secure electronic signatures of shareholders or their representatives. Therefore, shareholders using EGAS must first register with the Central Securities Depository Inc. (MKK) and the e-MKK Information Portal, save their contact details, and obtain a secure electronic signature. Shareholders or representatives who are not registered with the e-MKK Information Portal and do not possess a secure electronic signature cannot participate electronically via EGAS. Detailed information on electronic participation is available at <https://www.mkk.com.tr>.

Shareholders or their representatives attending electronically must comply with the “Regulation on General Assembly Meetings to be Held Electronically in Joint Stock Companies”, published in the Official Gazette on August 28, 2012, No. 28395, and the “Communiqué on the Electronic General Assembly System in Joint Stock Companies”, published in the Official Gazette on August 29, 2012, No. 28396.

Shareholders who cannot attend physically or electronically may appoint a proxy using the enclosed Proxy Form, in accordance with the Capital Markets Board Communiqué No. II-30.1 on Voting by Proxy and Proxy Solicitation, published in the Official Gazette on December 24, 2013, No. 28862. The signature on the proxy form must be notarized, or a notarized signature declaration must be attached. The sample Proxy Form is available at our Company Headquarters, on our website [www.marblesystemstureks.com.tr](http://www.marblesystemstureks.com.tr), or on the Public Disclosure Platform (KAP) at [www.kap.org.tr](http://www.kap.org.tr). Proxies appointed electronically through EGAS do not need to submit a proxy form. Proxy forms that are not compliant with the Communiqué will not be accepted.

Shareholders participating electronically may obtain all relevant information from the Central Securities Depository and [www.mkk.com.tr](http://www.mkk.com.tr).

The Financial Statements, Board of Directors’ Annual Report, Independent Audit Report, Corporate Governance Compliance Report, and this General Assembly Information Document for the period January 1, 2025 – December 31, 2025, will be available for shareholders at least twenty-one days prior to the meeting, in accordance with Capital Market regulations, on [www.kap.org.tr](http://www.kap.org.tr), the Central Securities Depository website, the Electronic General Assembly System, and the Company website: [www.marblesystemstureks.com.tr](http://www.marblesystemstureks.com.tr).

We kindly request shareholders to obtain the necessary information and attend the meeting at the specified place, date, and time.

**TUREKS TURUNÇ MINING AND FOREIGN TRADE INC.**  
**BOARD OF DIRECTORS**

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**AGENDA**

1. Opening and formation of the Meeting Chairmanship
2. Granting authority to the Meeting Chairmanship to sign the General Assembly minutes
3. Reading and discussion of the 2025 Board of Directors Annual Report
4. Reading of the summary of the 2025 Independent Audit Report
5. Reading, discussion, and approval of the 2025 Financial Statements
6. Discharge of the Board Members separately for their activities and transactions in 2025
7. Discussion and decision on the Board's proposal for 2025 profit distribution
8. Election of Board Members whose term has expired and determination of term; election of an independent Board Member
9. Discussion and decision on the remuneration of Board Members for 2026 in line with the Company's Remuneration Policy
10. Approval of the Independent Audit Firm proposed by the Board, in accordance with Turkish Commercial Code, Capital Markets Board, and Public Oversight, Accounting and Auditing Standards Authority regulations
11. Information to shareholders on donations and aids made in 2025 and determination of the upper limit for 2026
12. Authorization for Board Members to conduct transactions under Articles 395 and 396 of the Turkish Commercial Code
13. Information to shareholders regarding guarantees, pledges, mortgages, and sureties granted to third parties and the related benefits
14. Information to shareholders regarding transactions with related parties in accordance with Capital Markets Board regulations
15. Information to shareholders regarding 2025 transactions in line with Corporate Governance Communiqué Principle 1.3.6
16. Wishes and opinions

## 1. ADDITIONAL DISCLOSURES UNDER CAPITAL MARKETS BOARD REGULATIONS

Pursuant to the Capital Markets Board (“CMB”) Communiqué on Corporate Governance No. II-17.1, effective as of January 3, 2014, the additional disclosures required to be made are provided below. Disclosures related to specific agenda items are included under those agenda items, while other mandatory general disclosures are presented in this section for your information.

### 1.1. Total Number of Shares and Voting Rights, Privileged Shares (if any), and Their Characteristics

#### a) Shareholding Structure and Voting Rights

- **Registered Capital Ceiling:** 700,000,000 TL, divided into 700,000,000 registered shares, each with a nominal value of 1 TL.
- **Issued Capital:** 228,600,000 TL, divided into:
  - 17,249,909 A Group shares
  - 6,461,528 B Group shares
  - 3,288,563 C Group shares
  - 201,600,000 D Group shares
- All issued capital has been fully paid in cash and is free of any collusion.

As of the date of publication of this Information Document, the shareholding structure and voting rights of the Company are as follows:

Shareholder Name	Number of Shares (TL)		Share in Capital (%)
Mehmet Münir TURUNÇ	A Group	17.249.909	7,55
	D Group	85.620.113	37,45
Osman Cavit TURUNÇ	B Group	6.461.528	2,83
	D Group	28.518.019	12,48
Seher Artemiz AKYATAN	C Group	3.288.563	1,44
	D Group	15.738.356	6,88
İsmail Ünal TURUNÇ	D Group	4.886.300	2,14
Zühtü AKYATAN	D Group	6.868.665	3,00
Halka Açık Kısım	D Group	59.968.547	26,23
<b>TOPLAM</b>		<b>228.600.000</b>	<b>100,00</b>

#### b) Information on Privileged Shares

The Company’s capital is divided into 228,600,000 registered shares, each with a nominal value of 1 TL, consisting of:

- 17,249,909 A Group shares
- 6,461,528 B Group shares
- 3,288,563 C Group shares
- 201,600,000 D Group shares

According to Article 9 (“Board of Directors and Term”) of the Company’s Articles of Association, the management and affairs of the Company are conducted by a Board of Directors composed of six (6) members, elected by the General Assembly for a maximum term of three (3) years in accordance with the Turkish Commercial Code and the Capital Markets Law.

Preference rights have been granted to A, B, and C group shares with respect to “nominating candidates for the Board of Directors”, compared to D group shares.

- One (1) Board member is elected from candidates nominated by the majority of A Group shareholders.
- One (1) Board member is elected from candidates nominated by the majority of B Group shareholders.
- One (1) Board member is elected from candidates nominated by the majority of C Group shareholders.

According to Article 11 (“General Assembly”) of the Articles of Association:

Each A, B, and C group share carries five (5) voting rights.

- Each D group share carries one (1) voting right.

Voting is conducted in accordance with the Turkish Commercial Code, Capital Markets Law, and other applicable regulations.

**1.2. Information regarding any changes in the management and operations of the Company and its subsidiaries, which occurred in the past fiscal period or are planned for upcoming periods and could significantly affect the Company’s activities, and the reasons for such changes:**

Our Company has no management or operational changes that would significantly affect its activities.

Furthermore, material event disclosures made by our Company in accordance with the relevant legislation can be accessed on our website at [www.marblesystemstureks.com.tr](http://www.marblesystemstureks.com.tr) and on the Public Disclosure Platform (KAP) at [www.kap.org.tr](http://www.kap.org.tr).

**1.3. Information on Dismissal, Replacement or Election of Board Members If the agenda of the general meeting includes the dismissal, replacement, or election of board members, information must be provided regarding the reasons for dismissal or replacement, the candidates for board membership submitted to the Company, their resumes, positions held in the last ten years, reasons for leaving previous positions, the nature and significance of their relationship with the Company and its related parties, whether they possess independence qualifications, and any similar matters that may affect the Company’s activities if these individuals are elected as board members.**

Since the terms of office of the Company’s non-independent board members will expire in 2026, the election of board members will be carried out.

Additionally, pursuant to the decision of the Company’s Board of Directors dated 02.03.2026, in accordance with the Corporate Governance Communiqué and as we are among first-tier companies, for the independent board member who will resign at the end of March, the Corporate Governance Committee evaluated the candidates, and in line with the Capital Markets Board (CMB / SPK) Corporate Governance Communiqué, a request for a favorable opinion has been submitted to the CMB for Ms. R. Alev Dumanlı to be appointed as an independent board member. Upon receipt of the CMB’s favorable opinion, she will be presented as a candidate for approval at the General Assembly.

Ms. R. Alev Dumanlı’s resume and independence declaration are provided in the Appendix.

**1.4. Shareholders’ Requests to Include Items on the Agenda**

If shareholders have submitted written requests to the Investor Relations Department to include items on the agenda, and the Board of Directors does not accept these requests, the rejected proposals and the reasons for rejection must be disclosed.

There have been no written requests submitted by shareholders to the Investor Relations Department for inclusion of any items on the agenda.

### **1.5. Amendments to the Articles of Association**

If the agenda includes any amendments to the Articles of Association, the relevant Board of Directors resolution, along with the old and new versions of the proposed amendments, must be provided.

No amendments to the Articles of Association are proposed for this agenda.

## **EXPLANATIONS REGARDING AGENDA ITEMS**

### **1. Opening and Election of the Chairmanship of the Meeting**

Within the framework of the Turkish Commercial Code (“TCC”), the Articles of Association, the Regulation on Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Trade to be Present at These Meetings (“Regulation”), and the Internal Directive of the General Assembly (“Internal Directive”), the Chairperson of the Ordinary General Assembly Meeting and the Board of the Chairmanship will be appointed.

### **2. Authorization of the Chairmanship to Sign the General Assembly Minutes**

The authorization of the Chairmanship to sign the General Assembly minutes will be submitted for approval.

### **3. Reading and Discussion of the 2025 Board of Directors Annual Report**

In accordance with the TCC, the Regulation, and the Capital Markets Law and related regulations, the 2025 Board of Directors Annual Report, which has been made available for the review of shareholders at the Public Disclosure Platform (KAP), the Company Headquarters, the Electronic General Assembly System of the Central Registry Agency (MKK), and on the Company’s corporate website at [www.marblesystemstureks.com.tr](http://www.marblesystemstureks.com.tr), will be read and submitted for shareholders’ discussion.

### **4. Reading of the 2025 Independent Audit Report Summary**

In accordance with the TCC, the Regulation, and the Capital Markets Law, the summary of the 2025 Independent Audit Report, which has been made available for the review of shareholders at the Public Disclosure Platform (KAP), the Company Headquarters, the Electronic General Assembly portal of MKK, and the Company’s corporate website ([www.marblesystemstureks.com.tr](http://www.marblesystemstureks.com.tr)), will be read and submitted for shareholders’ discussion.

### **5. Reading, Discussion, and Approval of the 2025 Financial Statements**

In accordance with the TCC, the Regulation, and the Capital Markets Law, the 2025 Consolidated Financial Statements, which have been made available for the review of shareholders at the Public Disclosure Platform (KAP), the Company Headquarters, the Electronic General Assembly portal of MKK, and the Company’s corporate website ([www.marblesystemstureks.com.tr](http://www.marblesystemstureks.com.tr)), will be read,

## **6. Discharge of the Board of Directors Members for the 2025 Activities and Transactions**

Within the framework of the Turkish Commercial Code (TCC) and the Regulation, the individual discharge of the Board of Directors members for the 2025 activities and transactions will be submitted for shareholders' approval.

## **7. Discussion and Resolution on the Board of Directors' Proposal Regarding the 2025 Profit Distribution**

The dividend distribution proposal resolved at the meeting of our Board of Directors dated 11 March 2026 is presented below:

“According to the Company’s financial statements for the accounting period 01 January 2025 – 31 December 2025, which were prepared in accordance with the Turkish Accounting Standards / Turkish Financial Reporting Standards (TAS/IFRS) within the scope of the Communiqué on Principles of Financial Reporting in Capital Markets (II-14.1) and audited independently, the Company recorded a net profit of TL 5.232.620.

However, according to the statutory financial statements prepared for the same period in accordance with the Turkish Commercial Code and the Tax Procedure Law, the Company incurred a net loss of TL 82.039.073.

Taking into consideration the Turkish Commercial Code, Capital Markets Legislation, the regulations of the Capital Markets Board, Tax Legislation, and the Company’s Dividend Distribution Policy, and due to the fact that a period loss occurred in the statutory records prepared in accordance with the Tax Procedure Law for the year 2025, it has been resolved to submit to the approval of the shareholders at the 2025 Ordinary General Assembly Meeting the proposal that no dividend distribution be made.”

This resolution will be submitted to the approval of the shareholders.

## **8. Election of Board Members Whose Terms Have Expired, Determination of Their Terms, and Election of an Independent Board Member**

The election of board members whose terms have expired will be conducted. In addition, pursuant to the Board of Directors’ decision dated 02.03.2026, for the independent board member who will resign at the end of March, the Corporate Governance Committee has evaluated candidates and, in accordance with the Capital Markets Board (CMB) Corporate Governance Communiqué, a request for approval has been submitted to the CMB for the appointment of Mr./Ms. R. Alev Dumanlı as an independent board member. If the CMB issues a positive opinion, the candidate will be submitted for approval at the General Assembly.

## **9. Discussion and Approval of Remuneration to be Paid to Board Members for the 2026 Fiscal Year within the Framework of the Company's Remuneration Policy**

The remuneration to be paid to the Board of Directors members for the 2026 fiscal year will be discussed and resolved at the General Assembly.

## **10. Approval of the Independent Audit Firm Proposed by the Board of Directors in Accordance with the Turkish Commercial Code, Capital Markets Board, and Public Oversight, Accounting and Auditing Standards Authority Regulations**

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, our Board of Directors, in its decision dated 11.03.2026 and following the opinion of the Audit Committee, has decided to appoint Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş. to audit the Company’s financial reports for the fiscal year 01.01.2026 – 31.12.2026 and to perform other

activities required under relevant legislation. This appointment will be submitted for approval at the General Assembly.

Furthermore, an auditor authorized by the Public Oversight, Accounting and Auditing Standards Authority (KGK) to perform independent assurance on sustainability matters, and who will be appointed by the Board of Directors and publicly announced prior to the General Assembly, will be authorized to conduct the mandatory sustainability assurance audit of reports prepared for the 2025 fiscal year in accordance with the Turkish Sustainability Reporting Standards. This appointment will also be submitted for General Assembly approval.

### **11. Informing Shareholders About Donations and Contributions Made in 2025 and Determining the Limit of Donations and Contributions for 2026**

Pursuant to Article 6, Paragraph 2 of the Capital Markets Board's Dividend Communiqué No. II-19.1, donations made by the Company during 2025 will be presented for the information of the General Assembly. Details of donations and contributions made during the period 01.01.2025 – 31.12.2025 are provided in the 2025 Annual Report. The information presented in this context is for informational purposes only and does not require General Assembly approval.

Additionally, in accordance with Article 6, Paragraph 1 of the same Communiqué, the General Assembly will determine the limit of donations to be made during the fiscal year 01.01.2026 – 31.12.2026.

### **13. Informing Shareholders About Collateral, Pledges, Mortgages, and Guarantees Granted in Favor of Third Parties and the Income or Benefits Arising Therefrom**

Pursuant to Article 12, Paragraph 4 of the Capital Markets Board's ("CMB") Corporate Governance Communiqué No. II-17.1, shareholders will be informed about the collateral, pledges, mortgages, and guarantees granted by the Company in 2025 to third parties in the ordinary course of business, as well as any income or benefits obtained therefrom.

### **14. Informing Shareholders About Related Party Transactions**

In accordance with the CMB Corporate Governance Communiqué, shareholders will be informed about transactions conducted with related parties.

### **15. Informing Shareholders About Transactions Carried Out in Compliance with Principle 1.3.6 of the CMB Corporate Governance Communiqué**

If controlling shareholders, board members, executives with administrative responsibilities, or their spouses and relatives up to the second degree engage in significant transactions that may cause a conflict of interest with the Company or its subsidiaries, and/or conduct transactions within the scope of the Company's or subsidiaries' business on their own behalf or on behalf of others, or participate in another company engaged in similar business as unlimited partners, such transactions are presented as a separate agenda item in the General Assembly and recorded in the meeting minutes for detailed information. In this context, shareholders will be informed whether any such transactions occurred during the fiscal year 01.01.2025 – 31.12.2025 in accordance with Principle 1.3.6 of the CMB Corporate Governance Communiqué.

### **16. Wishes and Opinions**

This agenda item provides an opportunity for shareholders who wish to speak to present their

Appendix 1: Curriculum Vitae and Independence Declaration of R. Alev Dumanlı

