

**GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ**  
**INFORMATION DOCUMENT OF**  
**2025 ORDINARY GENERAL ASSEMBLY DATED MAY 8, 2026**

**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 2.000.000.000 and issued capital is TRY 334.000.000. There are no privileged shares in the Company. The shareholding structure of the Company as 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%           |
| Gübre Fabrikaları T.A.Ş.                                  | 2.146.559          | 0,64%                | -                     | -                |
| Other   | 68.898.905,12      | 20,63%               | 6.889.890.512         | 20,63%           |
| <b>Total</b>  | <b>334.000.000</b> | <b>100,00%</b>       | <b>33.185.344.100</b> | <b>99,36%</b>    |

**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 2025 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, discussion and approval of the Board of Directors' Annual Report for the 2025 fiscal year**

The Board of Directors' Annual Report for the year 2025 will be read at the General Assembly Meeting and submitted to the shareholders for discussion and approval.

**3. Reading of the Independent Auditor's Report for the 2025 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 01.01.2025–31.12.2025 and to conduct related activities according to regulations, shall be read.

**4. Reading, discussion and submission for approval of the financial statements for the 2025 fiscal year**

Financial Statements for the period between 01.01.2025–31.12.2025 will be read and submitted to the negotiation and approval of the Company's shareholders.

**5. Reading, discussion and approval of the TSRS-Compliant Sustainability Report for the year 2024, prepared within the scope of the Türkiye Sustainability Reporting Standards (TSRS)**

In accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority (KGK), the TSRS-compliant annual sustainability report will be submitted to the General Assembly for information and approval.

**6. Submission for approval of the release (discharge) of the members of the Board of Directors**

The acquittal of the Company's Board of Directors due to their activities and accounts of the year 2025 shall be submitted for the approval of the Company's shareholders.

**7. Discussion and submission for approval of the Board of Directors' proposal regarding profit distribution**

The profit distribution proposal of the Board of Directors, included in Appendix-1 and announced on the Public Disclosure Platform (PDP) on 13.04.2026, will be presented for shareholders' approval at the General Assembly meeting.

**8. Determination and submission for approval of the remuneration to be paid to the members of the Board of Directors 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.

**9. Election of the members of the Board of Directors, determination of their terms of office and submission for approval**

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 09.02.2026. Their candidacy will be presented for shareholders' approval during the General Assembly meeting.

**10. Submission for approval of the independent auditor selected for the audit of the consolidated financial reports for the fiscal period 01.01.2026–31.12.2026 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board**

The independent auditor to be appointed, upon the recommendation of the Audit Committee and the proposal of the Board of Directors, as announced on the Public Disclosure Platform (KAP) on April 13, 2026, for the audit of the financial statements for the fiscal year 01.01.2026–31.12.2026 and for carrying out other activities within the scope of relevant regulations, will be submitted for the approval of the shareholders at the General Assembly Meeting.

**11. Submission for approval of the independent auditor selected for the Limited Assurance Audit of the Sustainability Reports for the fiscal periods 01.01.2024–31.12.2024, 01.01.2025–31.12.2025 and 01.01.2026–31.12.2026**

In accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority (KGK), the selection of auditors for the audit of the TSRS-compliant annual sustainability reports, which are subject to audit, will be submitted for the approval of the General Assembly.

**12. Informing the General Assembly about the guarantees, pledges, mortgages and sureties provided in favor of third parties during the 2025 fiscal year and the income or benefits obtained therefrom**

During the 2025 fiscal year, if any guarantees, pledges, mortgages or sureties have been provided in favor of third parties, as well as any income or benefits obtained thereof, the necessary information will be provided to the shareholders at the General Assembly Meeting.

**13. Informing the General Assembly about the transactions carried out within the scope of principle no. 1.3.6 of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board**

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.

**14. Informing the General Assembly about donations and grants made in 2025**

In accordance with article 6 of the Dividend Communiqué No. II-19.1 of the Capital Markets Board, donations made during the 2025 fiscal year will be presented to the General Assembly for their information.

**15. Informing the General Assembly about the transactions carried out under the Share Buyback Program**

The transactions carried out during the period 01.01.2025–31.12.2025 under the Share Buyback Program, which entered into force for a period of one year with the approval of the Extraordinary General Assembly dated 25.11.2024, will be submitted to the General Assembly for information.

**16. Submission for approval of granting permission to the members of the Board of Directors in accordance with Articles 395 and 396 of the Turkish Commercial Code, and informing the General Assembly about any transactions carried out 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 fulfill the necessity of these regulations, the granting of this permission shall be presented to our shareholders’ approval at the General Assembly meeting.

**17. Submission to vote of whether the administrative fines shall be recourse to the members of the Board of Directors**

Pursuant to Article 29, paragraph 4 of the Capital Markets Law titled “Principles Regarding General Assembly Meetings,” and within the scope of the administrative fines imposed on our Company as announced in the Capital Markets Board’s Bulletin dated April 29, 2026 and numbered 2026/28, as well as the letter of the Capital Markets Board dated May 4, 2026 duly served on our Company, the agenda item added shall be submitted to vote.

**18. Wishes, requests and closing.**

The meeting will be closed by the Meeting Chairmanship.

**ANNEX -1****Profit Distribution Proposal of Gübre Fabrikaları T.A.Ş. for the year 2025**

| The Table of Dividend Distribution of Gübre Fabrikaları T.A.Ş. for the year 2025 (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  | 8.008.448.767,00 | 2.901.039.579,73           |
| 4  | Taxes Payable (-)  | 2.430.208.797,00 | 0,00                       |
| 5  | Net Current Period Profit (=) (Net Profit to Parent Company for CMB)                             | 5.275.520.771,00 | 2.901.039.579,73           |
| 6  | Losses in Previous Years (-)   | -                | (671.762.483,91)           |
| 7  | Primary Legal Reserves (-)   | -                | -                          |
| 8  | NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)  | 5.275.520.771,00 | 2.229.277.095,82           |
| 9  | Donations Made during the Year (+)   | 5.932.434,36     | 5.932.434,36               |
| 10   | Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated (=) | 5.281.453.205,36 | 2.235.209.530,18           |
| 11   | First Dividend to Shareholders   | -                | -                          |
|  | <i>Cash</i>  | -                | -                          |
|  | <i>Stock</i>   | -                | -                          |
|  | <i>Total</i>   | -                | -                          |
| 12   | Dividend Distributed to Owners of Privileged Shares  | -                | -                          |
| 13   | Other Dividend Distributed   | -                | -                          |
|  | <i>To the Members of the Board of Directors</i>  | -                | -                          |
|  | <i>To the Employees</i>  | -                | -                          |
|  | <i>To None Shareholders</i>  | -                | -                          |
| 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   | -                | 2.229.277.095,82           |
| 20   | Other Distributable Resources  | -                | -                          |

| The Table of Dividend Distribution |       |                       |             |  |   |           |
|------------------------------------|-------|-----------------------|-------------|--|---|-----------|
|                                    | 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      |

**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. remuneration 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 remuneration 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.