

GÖLTAŞ GÖLLER BÖLGESİ ÇİMENTO SANAYİ VE TİCARET A.Ş.
MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING
FOR THE 2025 FISCAL YEAR HELD ON 06.05.2026

The Ordinary General Assembly Meeting of Göлтаş Göller Bölgesi Çimento Sanayi ve Ticaret A.Ş. commenced on Wednesday, **May 6, 2026** at 15:00 at the address “*Bayıldım Cad. No:2 Swissotel The Bosphorus Mimosa Hall (34357) Beşiktaş/İstanbul*” under the supervision of Ministry Representative Ms. **Ayten GÜNEŞ**, appointed by the Istanbul Governorship Provincial Trade Directorate by letter dated 04.05.2026 and numbered 121791032.

The invitation to the meeting, including the agenda as stipulated by the Turkish Commercial Code, the Capital Markets Law and the articles of association, was duly made within the prescribed period by announcement on 09/04/2026 on the Public Disclosure Platform (“**PDP**”), the Electronic General Assembly System (“**e-GKS**”) of the Central Securities Depository (“**CSD**”), the e-Company portal of the Central Securities Depository Inc., the corporate website of the company at www.goltas.com.tr, and in the issue dated 13.04.2026 and numbered 11562 of the Turkish Trade Registry Gazette, at least 3 weeks prior to the meeting date, excluding the days of announcement and the meeting day.

Upon examination of the attendance list, it was determined that out of the shares representing the total nominal value of TRY 18,000,000 of the company’s capital, shares corresponding to TRY 369,276.5 of capital were represented **in person**, shares corresponding to TRY 497,012 of capital were represented by **custodian representative**, and shares corresponding to TRY 6,175,308.024 of capital were represented **by proxy**, with a total of shares corresponding to TRY 7,041,596.524 of capital being represented at the meeting, thus confirming that the minimum meeting quorum required by both the Law and the Articles of Association was present; and that among the board of directors members, executive board members Ms. **Neslihan DEMİREL** and board member Ms. **Ummahan Binhan KESİCİ**, and Mr. **Sergun CESUR** representing BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş., which conducted the independent external audit of the Company’s 2025 financial statements, were present at the meeting; and that Mr. **Çağatay KARABULUT** was appointed to operate the Electronic General Assembly System (“**e-GKS**”); and that pursuant to paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code, the Company’s preparations for the Electronic General Assembly had been duly fulfilled in compliance with the applicable regulations, as confirmed and stated by the Ministry Representative, whereupon the agenda items were proceeded to be discussed.

The meeting was opened simultaneously in electronic and physical environment by Ms. **Neslihan DEMİREL**. A moment of silence was observed in memory of the Great Leader Mustafa Kemal ATATÜRK, his comrades-in-arms, and all our martyrs.

1- Pursuant to item 1 of the agenda, the formation of the Meeting Chairmanship was proceeded. Within the framework of Article 15 of the Company’s Articles of Association, due to the excuse of the Chairperson of the Board of Directors Nihan ATASAGUN, by motion signed by U. Binhan KESİCİ, Ms. Neslihan DEMİREL was proposed for the Meeting Chairmanship. As a result of the vote on the motion, Ms. **Neslihan DEMİREL** was elected as Meeting Chairperson by **UNANIMOUS VOTE** of the attendees.

The Meeting Chairperson appointed N. **Hülya KEMAHLI** as Minutes Clerk and Ms. **Şengül AKPINAR** as Vote Collector.

The Meeting Chairperson made a statement regarding the voting procedure and noted that, as stipulated by both the Law and the Company’s General Assembly Internal Directive, in the voting of agenda items at the General Assembly Meeting, subject to the provisions regarding electronic voting, shareholders physically attending shall vote by open ballot and by show of hands, and those casting dissenting votes must verbally declare their dissent.

The agenda was read. The Meeting Chairperson inquired whether there were any proposals for changes to the order of or additions to the agenda; no proposals were received.

2- The reading of the Board of Directors Activity Report for the 2025 fiscal year covering the accounting period of 01.01.2025-31.12.2025 was proceeded. As the Board of Directors Activity Report had been published on the company's website at www.goltas.com.tr, on the Public Disclosure Platform, and on the E-General Assembly System of the Central Securities Depository Inc., as a result of the vote on the proposal by the Meeting Chairperson that it be deemed "Read" and conveyed to the General Assembly in summary form, it was resolved by a **MAJORITY VOTE** of the attendees, with 6,936,849.942 affirmative votes against 497,012 dissenting votes, that the Board of Directors Activity Report for 2025 be deemed read.

A summary of the 2025 Activity Report was presented by the Company's Finance Manager Ms. **Şengül AKPINAR**. The following information regarding the company's operations was provided by Ms. **Neslihan DEMİREL**.

I. GÖLTAŞ ÇİMENTO

a. Assessment of the Turkish cement sector in 2025

The Turkish cement sector continued to grow for the third consecutive year. Following the growth rates of 10.5% and 4.1% in 2023 and 2024 respectively, production increased by 10.5% in 2025 as well.

Turkey's domestic market consumption, which was approximately 55 million tons in 2022, continued its increase for the third year, rising by 9.7% to 77.9 million tons in 2025. However, it is observed that growth was not at the same level across all regions, with consumption increasing by approximately 15% in the Eastern and Southeastern Anatolia regions, while remaining at roughly the same level in areas distant from the earthquake zones.

The cement sector's total export volume, which had been declining continuously for 3 years, increased by 20% in 2025, reaching 22 million tons including clinker and cement. Cement exports, which amounted to 15 million tons, increased by 15.5% compared to the 13 million tons exported in 2024.

b. Göltaş Çimento 2025 results and 2026 expectations

Göltaş Çimento's cement production in 2025 increased by 18.5%, reaching 2,363,000 tons. Our clinker production also increased by 3.6%, with 2,022,000 tons produced. With strong demand from export markets starting from February, production was carried out at full capacity throughout the year.

While our domestic sales remained at the same level as the previous year, our export sales increased by 85%, and our total sales increased by 23.5% in volume terms. 40% of our cement sales were realized as exports.

In our domestic sales, the first half of the year was marked by weak market conditions, and the contraction that began a year earlier continued due to economic conditions within the country. During this period, the desired performance could not be achieved due to both the level of demand and price levels resulting from the inability to pass on cost increases to the market. From the second half of the year, new projects were launched, and with this revival, both the domestic sales volume of the previous year was matched for the full year, and price increases were achieved.

In export markets, it was a year of unprecedented and highest level of uncertainty globally. The shift to a declining interest rate environment worldwide led to a revival in consumption. In the USA, our largest market, the Trump administration that came to power after the elections implemented significant increases in customs duties and frequently changed its decisions, which led to a loss of confidence and postponement of investments in the USA. On the other hand, geopolitical developments disrupted the supply chain, which led to Turkey being perceived as a safer supplier country and buyers partially shifting their purchasing preferences to Turkey. In a year when the export ban to Israel continued, increased demand came from Europe and around the Atlantic Ocean, and with these developments, the strongest export figures of the last 5 years were reached. Although the continued appreciation of the Turkish Lira continued to cause cost disadvantages against competitor countries, we continued to be preferred by our customers with our widespread market policy and product diversity.

Göltaş Çimento maintained its presence in all export regions and increased its weight in European and South American markets, particularly in North America. It maintained its balanced distribution,

continued its strategies of distributing market risk, prioritizing customer continuity, and providing rapid solutions with its specialty products.

In 2026, we expect a stronger domestic market and a similar level of exports.

The Iran war that began on February 28, 2026 has been the most significant development of this year. To date, no significant contraction has been observed in our markets due to the war, and in fact, we can say that we have moved to a more advantageous position against our Far Eastern competitors due to increased maritime transportation costs. On the other hand, rising oil prices have increased production and logistics costs, and our efforts to pass on the increased costs to our markets continue. Uncertainty remains regarding how long the war will last and what the normalization process will look like even after it ends.

Another important development of 2026 is the Carbon Border Adjustment Mechanism that has been implemented in the European Union. The fact that Turkey has not yet been fully integrated into this mechanism will lead to contraction in our European markets.

Other main topics that will affect export markets in 2026 will be the reconstruction process in Syria, potential Russia-Ukraine peace, Israel-Palestine peace, and the new tariff policies of the Trump administration in the USA. These regions where uncertainty continues are not included in our 2026 export plans.

The low volume and price levels experienced in the first half of the domestic market, the appreciated Turkish Lira, and price competition in contracting markets led to a decline in profitability in 2025. Provided that the effects of the Iran war remain under control, we expect better financial results in 2026.

In 2025, USD 7.4 million was invested in areas of increasing production efficiency, strengthening digital transformation, energy efficiency, and sustainability. With investments in automatic bulk cement filling systems, automatic packaging facilities, and the SAP HANA-based new generation ERP system, occupational health and safety were enhanced, new sales channels were reached, operational efficiency was increased, and processes were made digital and integrated.

We treat environmental sustainability as a strategic priority. Our efforts regarding investments aimed at reducing energy costs and carbon emissions continue. In this context, the alternative fuel usage rate was increased, the use of refuse-derived fuel, tires, and treatment sludge was expanded, alternative raw material usage was developed, and electric loaders were put into operation. Additionally, work was carried out on low clinker ratio cement production, energy efficiency projects, and predictive maintenance applications.

We are following our roadmap prepared until 2050 for sustainability.

II. GÖLTAŞ HAZIR BETON

Our affiliate Göлтаş Hazır Beton's sales volume in 2025 declined by 36% compared to 2024, and it was a year of losses with declining prices in the region. New projects have been secured in 2026, and a better year is expected compared to 2026.

III. GÖLTAŞ ENERJİ

The dry period that has continued since 2020 persisted in 2025 as well, and our annual production was realized as 67.7 million kWh.

Due to historically low precipitation and production figures, it was not a profitable year.

The year 2026 has started with abundant rainfall, and although the entire country experiencing a rainy year has caused electricity prices to remain low, we expect Göлтаş Enerji's financial results in 2026 to be positive for the first time in many years.

Our work on hybrid energy investments within Göлтаş Enerji is progressing. With the developments in legislation, we plan to make floating solar power plant investments at our dam site in the upcoming period.

In 2025, project investment loans were closed, and guarantees given in favor of banks were removed. Market and financing conditions are being closely monitored for new investments to increase profitability.

The Board of Directors Activity Report for the 2025 fiscal year was opened for discussion. Shareholder Mr. **Ahmet Mümtaz SALİHOĞLU**, who physically attended the meeting, asked whether the road in front of the factory was asphalt or concrete. The Meeting Chairperson stated that it was asphalt, that asphalt is a petroleum derivative, that while concrete road investments are expensive, they are long-lasting, but that progress on concrete roads can only be made to the extent permitted by the State. Shareholder Mr. Hamza İL, who physically attended the meeting, took the floor and conveyed his wish for future expectations to be publicly disclosed, asked about the annual production capacity of 181,000 kW/h for EŞEN 1 and EŞEN 2 as of end of April, noted that Göltaş Energy's debt had doubled while it had receivables from group companies, whether all production was for group companies, and whether valuations had been conducted for investment properties. Ms. Neslihan DEMİREL took the floor and emphasized that investment properties are predominantly located in Antalya, Burdur, Isparta, and Muğla, that valuations are conducted if real estate values develop above inflation, and that this is not mandatory under the applicable regulations. Bülent Mazacıoğlu took the floor and stated that Göl Energy saw its lowest point in the last 15 years the previous year, and additionally that the last installment of the investment loan had been paid and in this context, debts to the group had increased.

3- The summary of the relevant reports was read by Mr. **Sergun CESUR**, representing BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş., which conducted the independent external audit of the financial statements for the 2025 fiscal year covering the accounting period of 01.01.2025-31.12.2025 and the assurance audit of the TSRS-Compliant Sustainability Reports for the 2024 and 2025 fiscal years.

4- Agenda item 4 regarding the discussion and resolution of the Balance Sheet and Income Statement for the 2025 fiscal year covering the accounting period of 01.01.2025-31.12.2025 was proceeded. As the Financial Statements for the 2025 accounting period had been published on the company's website at www.goltas.com.tr, on the Public Disclosure Platform, and on the E-General Assembly System of the Central Securities Depository Inc., as a result of the vote on the proposal by the Meeting Chairperson that the Financial Statements for the 2025 fiscal year be deemed read and conveyed to the General Assembly in summary form, it was resolved by a **MAJORITY VOTE** of the attendees, with 7,432,290.942 affirmative votes against 1,571 dissenting votes, that the main headings of the balance sheet and income statement for the 2025 fiscal year be read.

The main headings of the balance sheet and income statement for the 2025 fiscal year were read by Ms. **Şengül AKPINAR**. The agenda item was opened for discussion. Shareholder Mr. **Hamza İL** took the floor and stated that the Company's capital figure was too low and should be increased, and that general administrative expenses should be reduced, and if necessary, the Istanbul and Ankara liaison offices should be closed. Shareholder Mr. **Orçun ÖZÜÇER** took the floor and stated that the low capital figure reduces liquidity and that a capital increase should be made. Shareholder Mr. **İlhan SOMYÜREK** took the floor and stated that shares cannot be purchased because the capital figure is low and that the capital should be increased. The matter was put to vote. As a result of the vote, it was resolved by a **MAJORITY VOTE** of the attendees, with 7,432,290.942 affirmative votes against 1,571 dissenting votes, to approve the financial statements of the Company for the 2025 fiscal year covering the accounting period of 01.01.2025-31.12.2025.

5- As the TSRS-Compliant Sustainability Reports for the 2024 and 2025 fiscal years had been published on the company's website at www.goltas.com.tr, on the Company's website, on the Public Disclosure Platform, and on the E-Company System of the Central Securities Depository Inc., as a result of the vote on the proposal by the Meeting Chairperson that the TSRS-Compliant Sustainability Reports be deemed read, it was resolved by **UNANIMOUS VOTE** of the attendees that the TSRS-Compliant Sustainability Reports for the 2024 and 2025 fiscal years be deemed read.

The TSRS-Compliant Sustainability Report for the 2024 fiscal year was opened for discussion. No one took the floor. The matter was put to vote. As a result of the vote, it was resolved by **UNANIMOUS VOTE** of the attendees to approve the TSRS-Compliant Sustainability Report for the 2024 fiscal year.

The TSRS-Compliant Sustainability Report for the 2025 fiscal year was opened for discussion. No one took the floor. The matter was put to vote. As a result of the vote, it was resolved by **UNANIMOUS VOTE** of the attendees to approve the TSRS-Compliant Sustainability Reports for the 2025 fiscal year.

6- The following resolution of the Board of Directors dated **09.04.2026 and numbered 2026/11** regarding the distribution of the operating profit for the 2025 accounting period was read.

According to the profit distribution table submitted for proposal;

a) Not to set aside the 5% general legal reserve required pursuant to Article 519 of the Turkish Commercial Code, as the existing legal reserve amount in the Tax Procedure Law records has reached the 20% limit of the capital,

b) From the net period profit of TRY 187,224,212.80, after the addition of donations and aids of TRY (4,138,614), from the total of TRY (191,362,826.80), taking into account the provisions of the company's articles of association and dividend distribution policy, after setting aside TRY (28,704,424.02) as first dividend to the shares representing the issued capital, from the remaining amount according to the articles of association provisions, 10% (TRY 16,265,840.28) to be set aside as discretionary reserve, 3% (TRY 4,879,752.08) to board of directors members, and 5% (TRY 8,132,920.14) to employees,

c) Pursuant to Article 519 of the new Turkish Commercial Code, as the dividend to be distributed exceeds 5% of the paid-in capital, TRY (8,711,267.22) to be set aside as Second Tier Legal Reserve from the profit distribution,

d) TRY (46,295,575.98) to be paid to shareholders as second dividend, and the remaining amount of TRY (74,234,433.07) to be transferred to extraordinary reserves,

A total gross amount of TRY (75,000,000), comprising the first and second dividends, to be distributed as gross TRY 4.1667 (416.67%) and net TRY 3.5417 (354.17%) per share with a nominal value of TRY 1, with the distribution to be made equally to all existing shares regardless of their issuance and acquisition dates; the Profit Distribution Table to be published on Borsa İstanbul Inc./Public Disclosure Platform; and authorization to be granted to the Board of Directors for the determination of the distribution date within the framework of the applicable legislation and dividend distribution policy, taking into account the company's cash projections. "

Shareholder **Mr. Hamza İL** took the floor and expressed his opposition to paying board members a share of the profits. Shareholder **Mr. Orçun ÖZÜÇER** took the floor and stated that he had also submitted his request to the company in writing in March, and that the dividend distribution date should be clearly and explicitly resolved at the general assembly.

Meeting Chairperson, executive board member Ms. Neslihan DEMİREL, proposed that the dividend distribution date of **July 17, 2026** be submitted for the approval of the shareholders.

The Board of Directors' proposal and the proposal of Meeting Chairperson, executive board member Ms. Neslihan DEMİREL, were put to vote together.

As a result of the vote, it was resolved by **UNANIMOUS VOTE** of the attendees to accept the Board of Directors' proposal and the proposal regarding the dividend distribution date.

7- Pursuant to agenda item 7, the discharge of the Board of Directors members was proceeded. The discharge of the Board of Directors members was put to vote. The Board of Directors members did not exercise their voting rights arising from their own shares in the discharge vote.

As a result of the vote, it was resolved by a **MAJORITY VOTE** of the attendees, with 7,054,726.524 affirmative votes against 1,571 dissenting votes, to discharge the board of directors members Ms. Şehriban Nihan Atasagun, Ms. Neslihan Demirel, Ms. Ummahan Binhan Kesici, Mr. Ertekin Durutürk, Mr. Mustafa Fikri Çobaner, Mr. Ahmet Turgut Kutlu, Mr. Turgay Kaylan, and Mr. Mehmet Ertuğrul Dokuzoğlu for their activities and actions during the period they served in office with respect to the accounting period of 01.01.2025-31.12.2025 of our Company.

8- Pursuant to agenda item 8, the election of Independent Board of Directors members and the discussion of their terms of office were proceeded.

The resolution of the Company's **Board of Directors dated 27.04.2026 and numbered 2026/16** regarding the election of independent board members was read. Within the framework of capital markets legislation and Article 7 of the Company's Articles of Association, within the scope of Group 1 company obligations to which the Company belongs, the shareholders were informed that no adverse opinion had been expressed by the Capital Markets Board in its letter dated 22.04.2026 regarding the independent board member candidates. The matter was opened for discussion. No one took the floor and there were no other candidates. The Board of Directors resolution was put to vote. As a result of the vote, it was resolved by **UNANIMOUS VOTE** of the attendees to elect Mr. **Mehmet Ertuğrul DOKUZOĞLU** with Turkish ID No. 60766021008, Ms. **Ayşe Meltem AĞCI** with Turkish ID No. 31243828304, and Mr. **Polat KURT** with Turkish ID No. 21197125604, who meet all the criteria for independent board membership, who have submitted their independence declarations and accepted their candidacies, as independent board members to serve until the end of the current members' term of office.

9- Pursuant to agenda item 9, the determination of the remuneration of the board of directors members was proceeded. The motion signed by Şengül AKPINAR, proxy of Göl Yatırım Holding, submitted to the Meeting Chairmanship was read. The matter was opened for discussion. No other proposals were received.

The matter was put to vote, and as a result of the vote, taking into account their duties and responsibilities on the board of directors, it was resolved by a **MAJORITY VOTE** of the attendees, with 6,936,849.942 affirmative votes against 497,012 dissenting votes, that a 31% increase be applied to the remuneration of executive members, with the Chairperson of the Board of Directors/executive member to receive a monthly net salary of TRY 1,342,038/month, the Board of Directors member/executive member to receive a monthly net salary of TRY 797,557/month, independent board members to be paid a net amount equal to 1.5 times the gross minimum wage, and other Board of Directors members to be paid a net amount equal to the gross minimum wage.

10- Pursuant to agenda item 10, the **resolution of the Company's Board of Directors dated 09.04.2026 and numbered 2026/13** was read. The matter was opened for discussion. No one took the floor. The matter was put to vote.

Taking into account the evaluations made by the Audit Committee regarding the selection of the independent auditor, it was resolved by **UNANIMOUS VOTE** of the attendees to elect Denge Ankara Bağımsız Denetim Yeminli Mali Müşavirlik A.Ş., registered at Kızılırmak Mah. Muhsin Yazıcıoğlu Cad. 1451 Sokak No:4 Hayal Apartmanı D:1-4 Çukurambar/Ankara, registered with Çankaya Tax Office under No. 2910011619, registered with Ankara Trade Registry Directorate under No. 106969, MERSIS No. 0291001161900011, as the independent auditor for the audit of the Company's financial reports for the accounting period of 01.01.2026-31.12.2026 in accordance with the principles determined pursuant to the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, and for the conduct of other activities within the scope of the relevant regulations under said laws.

11- Pursuant to agenda item 11, the **resolution of the Company's Board of Directors dated 09.04.2026 and numbered 2026/14** was read. The matter was opened for discussion. No one took the floor. The matter was put to vote.

Taking into account the evaluations made by the Company's Audit Committee regarding the selection of the independent auditor, it was resolved by a **MAJORITY VOTE** of the attendees, with 6,936,849.942 affirmative votes against 497,012 dissenting votes, to elect **Denge Bağımsız Denetim Serbest Muhasebeci Mali Müşavirlik A.Ş.**, registered at Hürriyet Mahallesi, Dr. Cemil Bengü

Caddesi, Hak İş Merkezi No:2 Kat:1 Çağlayan-Kağıthane İstanbul, registered with Kağıthane Tax Office under No. 2910012995, registered with Istanbul Trade Registry Directorate under No. 262368, MERSIS No. 0291001299500019, to carry out the mandatory sustainability assurance audit under the Assurance Audit Standards published by the Public Oversight, Accounting and Auditing Standards Authority, of the sustainability report to be prepared in accordance with the Türkiye Sustainability Reporting Standards (“TSRS”) for the 2026 accounting period, which contains information about the Company’s sustainability practices and performance and is complementary to its financial reports.

12- Pursuant to agenda item 12, shareholders were informed about the total donations and aids amounting to TRY 4,753,614 made within the scope of social responsibility to public benefit in 2025, including the Company’s consolidated subsidiaries, primarily in the fields of education and health, to municipalities, schools, hospitals, universities, villages and village headmen, and various associations and foundations in the regions where it operates.

The **proposal of the Company’s Board of Directors dated 09.04.2026 and numbered 2026/12** was read. The matter was opened for discussion. No one took the floor. The proposal was put to vote, and as a result of the vote, it was resolved by **UNANIMOUS VOTE** of the attendees that the upper limit of the total amount of donations to be made during the fiscal year of 01.01.2026-31.12.2026 be set at 1% of the revenue amount in the most recent annual consolidated financial statements.

13- The **resolution of the Board of Directors dated 02.04.2026 and numbered 2026/09** regarding the amendment of Article 6 titled “Capital of the Company” for the extension of the authorized capital ceiling period in accordance with the capital markets legislation was read. The shareholders were informed that the approval of the Capital Markets Board by letter dated 16.04.2026 and numbered 89744, and the approval of the T.R. Ministry of Trade, General Directorate of Domestic Trade by letter dated 22.04.2026 and numbered 121421933 for the amendment had been obtained.

The item was opened for discussion. No one took the floor. The matter was put to vote, and as a result of the vote, with the quorum required by the provisions of paragraphs 3 and 4 of Article 454 of the Turkish Commercial Code being met, it was resolved by a **MAJORITY VOTE** of the attendees, with 6,552,285.524 affirmative votes against 504,012 dissenting votes, to amend Article 6 of the Company’s articles of association in the form attached (**Annex**). Company shareholder Mr. **Orçun ÖZÜÇER** had his dissent recorded in the minutes, stating that keeping the authorized capital ceiling fixed at TRY 80,000,000 while extending its period was found to be insufficient and unjustified in terms of the company’s growth potential, financial flexibility, and shareholder interests, and expressed his opposition to the amendment proposal and the resolution adopted in this regard.

14- Agenda item 14 was proceeded, regarding granting permission to the shareholders who hold management control, Board of Directors members, senior executives, and their spouses and blood and in-law relatives up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code, and providing information to shareholders regarding the transactions carried out in this context during 2025, in accordance with Principle No. 1.3.6 of the Capital Markets Board Corporate Governance Communiqué.

The granting of permission for Board of Directors members to conduct transactions within the framework of Article 395 titled “*Transactions with the Company, Prohibition on Borrowing from the Company*” and Article 396 titled “*Non-Competition*” of the TCC was submitted for shareholder approval. As a result of the vote, it was resolved by **UNANIMOUS VOTE** of the attendees to grant permission.

In accordance with Principle No. 1.3.6 of the Capital Markets Board Corporate Governance Communiqué, based on the responses to the routine information request made by the Company, shareholders were informed that no transactions within this scope were carried out during 2025 by the board of directors members, administratively responsible managers, and their blood and in-law relatives as defined in the applicable legislation.

15- Agenda item 15 was proceeded, regarding providing information to shareholders about the transactions conducted with "Related Parties" in 2025 within the framework of Capital Markets Board regulations.

Shareholders were informed that the transactions with related parties during the accounting period of 01.01.2025-31.12.2025 by the Company are included in footnote 28 of the financial statements dated 31.12.2025.

16- Agenda item 16 was proceeded, regarding providing information to the General Assembly about the guarantees, pledges, mortgages, and sureties given by the Company in favor of third parties, and the income or benefits obtained, within the framework of Capital Markets Board regulations.

Shareholders were informed that all of the guarantees, pledges, mortgages, and sureties given during the accounting period of 01.01.2025-31.12.2025 by the Company are included in footnote 17 of the financial statements dated 31.12.2025.

17- Among the shareholders who physically attended the meeting, Ms. Sevinç BAŞAK with 2 shares and Mr. Talat BAŞAK with 10 shares left during item 4 due to personal reasons. Subject to the 2 persons who left due to personal reasons, following the confirmation that the meeting quorum required by the Turkish Commercial Code existed throughout the duration of the meeting, as there were no further items to be discussed on the agenda, the meeting was concluded after receiving wishes and comments.

These minutes were signed at the meeting venue. **06.05.2026 Time: 17:00**

Annex: Articles of Association Amendment Text

Bakanlık Temsilcisi
Ayten GÜNES



Tutanak Yazmanı
N. Hülya KEMAHLI



Toplantı Başkanı
Neslihan DEMİREL



Oy Toplama Memuru
Şengül AKPINAR



**GÖLTAŞ GÖLLER BÖLGESİ ÇİMENTO SANAYİ VE TİCARET ANONİM
ŞİRKETİ**
AMENDMENT TEXT TO THE ARTICLES OF ASSOCIATION

FORMER TEXT	AMENDED TEXT
CAPITAL OF THE COMPANY	CAPITAL OF THE COMPANY
<p>Article 6 – The Company has adopted the registered capital system pursuant to the provisions of the Capital Markets Law and has transitioned to such system with the permission of the Capital Markets Board dated 01.12.1994 and numbered 1227.</p> <p>The registered capital of the Company is TRY 80,000,000 (eighty million Turkish lira), divided into 8,000,000,000 (eight billion) shares, each having a nominal value of TRY 0.01 (one kuruş).</p> <p>The authorisation granted by the Capital Markets Board in respect of the registered capital ceiling is valid for the years 2022–2026 (five years). Even if the authorised registered capital ceiling is not reached by the end of 2026, in order for the Board of Directors to be able to resolve upon a capital increase after 2026, it is mandatory to obtain authorisation from the General Assembly for a new period by first obtaining permission from the Capital Markets Board either for the previously authorised ceiling or for a new ceiling amount. In the absence of such authorisation, the Board of Directors may not increase the capital by way of a board resolution.</p> <p>The issued capital of the Company is TRY 18,000,000 (eighteen million Turkish lira), divided into 1,800,000,000 (one billion eight hundred million) shares, each having a nominal value of TRY 0.01 (one kuruş), all of which has been fully paid.</p> <p>All shares of the Company other than those traded on the stock exchange pursuant to the capital markets legislation are registered shares, and the Company may not issue bearer shares, except for those to be issued for trading on the stock exchange.</p> <p>Of the shares, 4,200,000 (four million two hundred thousand) are classified as Group A registered shares not traded on the stock</p>	<p>Article 6 – The Company has adopted the registered capital system pursuant to the provisions of the Capital Markets Law and has transitioned to such system with the permission of the Capital Markets Board dated 01.12.1994 and numbered 1227.</p> <p>The registered capital of the Company is TRY 80,000,000 (eighty million Turkish lira), divided into 8,000,000,000 (eight billion) shares, each having a nominal value of TRY 0.01 (one kuruş).</p> <p>The authorisation granted by the Capital Markets Board in respect of the registered capital ceiling is valid for the years <u>2026–2030</u> (five years). Even if the authorised registered capital ceiling is not reached by the end of <u>2030</u>, in order for the Board of Directors to be able to resolve upon a capital increase after <u>2030</u>, it is mandatory to obtain authorisation from the General Assembly for a new period by first obtaining permission from the Capital Markets Board either for the previously authorised ceiling or for a new ceiling amount. In the absence of such authorisation, the Board of Directors may not increase the capital by way of a board resolution.</p> <p>The issued capital of the Company is TRY 18,000,000 (eighteen million Turkish lira), divided into 1,800,000,000 (one billion eight hundred million) shares, each having a nominal value of TRY 0.01 (one kuruş), all of which has been fully paid.</p> <p>All shares of the Company other than those traded on the stock exchange pursuant to the capital markets legislation are registered shares, and the Company may not issue bearer shares, except for those to be issued for trading on the stock exchange.</p> <p>Of the shares, 4,200,000 (four million two hundred thousand) are classified as Group A registered shares not traded on the stock</p>

exchange, and 1,795,800,000 (one billion seven hundred ninety-five million eight hundred thousand) are classified as Group B bearer shares traded on the stock exchange.

The Board of Directors is authorised, during the years ~~2022–2026~~, in accordance with the provisions of the Capital Markets Law, to increase the issued capital up to the registered capital ceiling by issuing registered shares not traded on the stock exchange or bearer shares traded on the stock exchange, as it deems necessary; to issue shares above their nominal value; to issue privileged shares; to restrict shareholders' pre-emptive rights in whole or in part; and to resolve on all such matters. The authority to restrict pre-emptive rights may not be exercised in a manner that would result in inequality among shareholders.

In capital increases, the shares to be issued shall be allocated to the shareholders pro rata to their holdings, by reference to the share groups to which their existing shares belong.

The shares representing the capital shall be monitored in dematerialised form in accordance with the principles of dematerialisation.

The capital of the Company may be increased or decreased, where necessary, within the framework of the provisions of the Turkish Commercial Code and the capital markets legislation.

During the pre-licence period and until the generation licence is obtained, except for the exemptions set out in the Electricity Market Licensing Regulation, no direct or indirect change may be made to the Company's shareholding structure, and no transfer of shares or share certificates, or any transactions or actions producing the same result, may be carried out. The provisions of the capital markets legislation are reserved.

After the generation licence is obtained, for the direct or indirect acquisition by any natural or legal person of shares representing five per cent (5%) or more of the Company's capital, as well as, independently of the above-mentioned changes in share capital, for any transfer of shares or share certificates, or any other

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In capital increases, the shares to be issued shall be allocated to the shareholders pro rata to their holdings, by reference to the share groups to which their existing shares belong.

The shares representing the capital shall be tracked in book-entry (dematerialised) form in accordance with the principles of dematerialisation.

The capital of the Company may, where necessary, be increased or decreased within the framework of the provisions of the Turkish Commercial Code and the capital markets legislation.

During the pre-licence period and until the generation licence is obtained, except for the exemptions set out in the Electricity Market Licensing Regulation, no direct or indirect change may be made to the Company's shareholding structure, and no transfer of shares or share certificates, or any transactions or actions producing the same result, may be carried out. The provisions of the capital markets legislation are reserved.

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transactions producing the result of a change of control in the Company's shareholding structure, it is mandatory, in each case, to obtain the approval of the Energy Market Regulatory Authority prior to completion of the relevant transaction. The provisions of the capital markets legislation are reserved. If the share transfer is not completed within six months from the date on which such approval is granted, the approval shall become invalid.

If the legal entity holding the generation licence wishes to merge, with all of its assets and liabilities, within itself or with another legal entity, or wishes to demerge in whole or in part, it is mandatory to obtain the approval of the Energy Market Regulatory Authority in respect of the merger or demerger transaction prior to its completion. If the merger or demerger transaction is not completed within six months from the date on which such approval is granted, the approval shall become invalid. In such case, the merger or demerger transactions may not be continued without obtaining a new approval by a decision of the Authority. The provisions of the capital markets legislation are reserved.

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