

SARKUYSAN ELEKTROLİTİK BAKIR SANAYİ VE TİCARET A.Ş. INFORMATION DOCUMENT FOR ORDINARY GENERAL MEETING DATED 29.06.2020

ANNOUNCEMENTS AS PART OF CAPITAL MARKETS BOARD (CMB) REGULATIONS

Among announcements to be made as per No. 1.3.1 Corporate Management Principle found in "Corporate Management Communiqué" No. II-17.1 of CMB, the ones related with the agenda items have been made in the associated agenda item and an overview is presented in this section:

a. Shareholding Structure and Voting Rights of Our Company with Its Issued Capital:

Our company's issued capital is TL 200,000,000 and this capital is shared among 1,000 A-group registered shares, each worth of 1 Turkish cent of nominal price and 19,999,999,000 B-group bearer shares. Each share has one voting right. There are no multiple vote securities. As per our Articles of Association, General Assembly chooses 5 of the 11 board members from the candidates to be nominated by the ones with A-group shares, 4 from the candidates to be nominated by the ones with B-group shares, and 2 among the independent member candidates to be determined and nominated before the General Assembly according to the regulations of Capital Markets Board regarding corporate management.

Our company's shareholder structure:

Our company is a publicly traded company and the rate of our shares in the actual circulation on the stock market is 82.71% as of 29.05.2020. There is no shareholder among the remaining 17.29% who has 10% and more of the shares.

b. Information Regarding Management and Activity Changes in Our Company or Our Affiliates and Subsidiaries that Would Significantly Impact Company Activities

None.

c. Information regarding Independent Board Member candidates' resumes, the quality and significance level of their relations with the partnership and the related parties of the partnership, whether they have independence qualities and other aspects that may have impacts on the partnership activities in case these people are chosen as Independent Board Members.

Our General Assembly on 29.06.2020 involves election of Independent Board Members. With the amendment in Article 8 of the Articles of Association of the company, independent board member number will be raised to 3 as of this year. The subject amendment text was approved with the letter of Capital Market Board dated 19.03.2020 with reference number 29833736-110.03.03-E.3383.

Information regarding Independent Board Member candidates are given below:

Prof. Dr. Mehmet BAHTİYAR (Independent Member)

He was born in Andırın district of Kahramanmaraş on 27.06.1963. After finishing Adana Boy's High School in 1982, he continued his studies at Dicle University's Law Faculty and finished with a degree.

After receiving master's education as a graduate student, he finished his doctorate at Istanbul University's Law Faculty in 1993 and received the title of "Doctor of Private Law." He has travelled to F. Germany a few times in order to improve his foreign language skills and make some research.

After taking up roles at Dicle and Kocaeli Universities as Assistant Professor, he received the title of "Associate Professor" in 2000. He began working at Kocaeli University's Law Faculty in 2006 as "Commercial Law Professor." He was assigned to Yeditepe University's Law Faculty in 2014. Along with Yeditepe, he gives lectures at Bahçeşehir and Kadir Has Universities as well. He has published 9 books and around 60 articles in the fields of commerce, banking, capital markets, law of obligations and protection of consumers.

He qualifies as a non-executive independent person as per the Corporate Management Principles of CMB and he may be elected as an independent member.

Ayhan Zeytinoğlu (Independent Member)

Finishing his elementary, secondary and high school education at Gölcük, Kocaeli, Zeytinoğlu completed his undergraduate studies in London. He completed his business education at Indiana University, USA in 1980 and graduated in 1983 in honour list. He started his graduate studies in 1983 at Butler University in the field of International Finance and completed his studies successfully in 1985. He still continues his doctorate studies at Marmara University's Institute of European Community in the subject of European Union's Agricultural Subsidies.

He works as the General Manager at Zeytinoğlu Yem Tarım ve Endüstriyel Ürünler A.Ş. which is a family business and is responsible for mainly Financial matters.

At the same time, he assumed the role of Vice President of Board of Directors at Autoport Port Operations, a partnership of Arkas and Zeytinoğlu Group, and works as the General Coordinator at Zeytinoğlu Denizcilik A.Ş.

He took charge in the establishment of Kocaeli Chamber of Industry in 1989 and still is in the Board of Directors today. He was elected as Vice President in 1995 and as President of Board of Directors of Kocaeli Chamber of Industry in January 2009. He was re-elected in the elections of May 2013 and April 2018 and continues his role as President of Board of

Directors of Kocaeli Chamber of Industry. He assumed Vice Presidency of TOBB in June 2018 and continues to work in this role.

In July 2015, he was elected as the President of Board of Directors of Economic Development Foundation (İKV), a non-governmental organisation which specializes on EU and Turkey - EU relations. He continues his work at the same capacity there after being re-elected for the second period of management in July 2017.

He qualifies as a non-executive independent person as per the Corporate Management Principles of CMB and he may be elected as an independent member.

Virma Sökmen (Independent Member)

Virma Sökmen completed her secondary and high school education at Galatasaray High School. In 1988, she finished her studies as a Financing Major and Mathematics Minor in the Honours List at LaSalle University, Philadelphia, USA.

In 1992, she worked as an Analyst in the Investment Banking Department of Körfezbank and was involved with Privatisation and Merger / Acquisition operations. For a short period of time in 1993, she worked at Research Department of Çarşı Securities and later started working for Midland Bank as an Analyst. Until the end of 2015, she worked in different positions in HSBC Group's core which included Midland Bank. She assumed an active and leading role in the establishment and management of Corporate Banking Department. She managed the marketing operations for many products of the Bank as Assistant General Manager, such as syndication, credit, foreign trade, derivatives and risk management. She was included in the universal talent pool of HSBC Group. At the beginning of 2016, she worked as Managing Partner in Credia Partners Consultancy Inc. She is involved in Merger / Acquisition and Subordinated Loan Operations in this company. And as of the beginning of 2019, she took the role of Independent Board Member role at Yapı Kredi Bank as well as being included in the Corporate Management Committee. As of March 2020, she has become Loan Committee Member at Yapı Kredi Bank as well.

She has memberships at TUSIAD, IWF and similar organisations.

She participated in the Management Certificate program in Harvard Business School. She participated in International Independent Board of Directors training for 6 months which was conducted jointly by Financial Times and Pearson.

She has advanced degree knowledge of English and French.

ç. Information Regarding Requests of Shareholders to Add Items to the Agenda:

No request was made by the shareholders to add other items to the agenda for the Ordinary General Meeting which will include discussions of 2019 activities.

REVIEW OF AGENDA ITEMS OF ORDINARY GENERAL MEETING DATED JUNE 29, 2020

1) Introduction and Determination of Meeting Chair;

As per Turkish Commercial Code, Capital Market Code and related regulations, Meeting Chair, consisting of Chairman, Vote Collectors and Minutes Clerk, will be determined to supervise the General Assembly Meeting.

2) Authorisation of Meeting Chair for the signing of General Assembly Meeting Minutes and the list of attendants;

As per the provisions of Turkish Commercial Code, authorisation of the Meeting Chair will be voted by the General Assembly in order to take minutes of the decisions taken in the General Assembly.

3) Reading and discussion of Annual Report of the company prepared by the Board of Directors for the period of 2019;

As per Turkish Commercial Code, Capital Market Code and related regulations, 2019 Annual Report prepared by the Board of Directors will be read and discussed. Information will be given about Board of Directors' Annual Report, which has been provided for the review of our shareholders as of 13.03.2020 at our Company Headquarters, at our contact points located at Perpa Business Centre A Blok Floor 7-8 No:733-735 Okmeydanı, Şişli İstanbul, Aegean Free Zone Nilüfer Sk. 19 Gaziemir-Izmir, Birlik Organised Industrial Zone, Batı Cad. No:4 34953 Tuzla İstanbul, and at Electronic General Assembly System of Central Registry Agency as of 10.03.2020 as well as the Company website at www.sarkuysan.com.

4) Reading of the Independent Audit Report regarding 2019 accounting period;

As per Turkish Commercial Code, Capital Market Code and related regulations, our Independent Audit Report, prepared by Güreli Certified Public Accountant and Independent Audit Services Inc., has been provided for the review of our shareholders at the locations mentioned in the 3rd article. The report in question will be read and provided for the information of our shareholders at the General Assembly.

5) Reading, Discussing and Approving Consolidated Financial Tables for 2019 Period;

As per Turkish Commercial Code, Capital Market Code and related regulations, information will be given about our Financial Tables, which have been provided for the review and approval of our shareholders as of 13.03.2020 at our Company Headquarters, at our contact points located at Perpa Business Center A Blok Floor 7-8 No:733-735 Okmeydanı, Şişli Istanbul, Aegean Free Zone Nilüfer Sk. 19 Gaziemir-Izmir, Birlik Organised Industrial Zone, Batı Cad. No:4 34953 Tuzla Istanbul, and at Electronic General Assembly System of Central Registry Agency as of 10.03.2020 as well as the Company website at www.sarkuysan.com.

6) Acquittal of Board of Directors Members for the 2019 activities of our Company;

As per Turkish Commercial Code, legislation and related regulations, acquittal of the Members of the Board of Directors for the activities of 2019 will be presented for the approval of the General Assembly.

7) Discussion and decision related to the use of 2019 profit, profit to be distributed and rates of dividend shares as well as the distribution date;

As per Turkish Commercial Code and Capital Market Code provisions, profit distribution suggestion of the Board of Directors will be submitted for the information and approval of the General Assembly.

8) Providing information to the shareholders on the bonds, securities and mortgages given by the company in favour of the 3rd parties,

As per the 4th paragraph of the 12th Article of Corporate Management Communiqué numbered II-17.1 of Capital Markets Board, guarantees, securities and mortgages given by our company and/or Affiliates on behalf of third persons must be given as a separate item in the agenda of the ordinary general assembly meeting. Information found in the footnote 22.5 in our Consolidated Financial Tables dated 31 December 2019 will be presented to our shareholders in the General Assembly.

9) Discussion and decision regarding the below given amendment to our Articles of Association for Article 8 titled "Board of Directors" in order to increase number of independent members to 3 persons

<u>Eski Metin</u>	<u>Yeni Metin</u>	<u>Gerekeçe</u>
<p>YÖNETİM KURULU</p> <p>MADDE - 8 - Şirketin idaresi ve temsili Genel Kurul tarafından, Ana Sözleşme, Türk Ticaret Kanunu ve ilgili mevzuat hükümleri dairesinde seçilecek 11 (on bir) üyeden meydana gelen bir Yönetim Kurulu tarafından yürütülür. Yönetim Kurulu üyelerinin 5'i (A) grubu paylara sahip olanların göstereceği adaylar arasından, 4'ü (B) grubu paylara sahip olan pay sahipleri tarafından gösterilecek adaylar arasından, 2'si de Sermaye Piyasası Kurulu'nun kurumsal yönetime ilişkin düzenlemeleri çerçevesinde tespit ve ilan edilerek Genel Kurul'a önerilecek bağımsız üye niteliğine sahip adaylar arasından Genel Kurulca seçilirler.</p>	<p>YÖNETİM KURULU</p> <p>MADDE - 8 - Şirketin idaresi ve temsili Genel Kurul tarafından, Ana Sözleşme, Türk Ticaret Kanunu ve ilgili mevzuat hükümleri dairesinde seçilecek 12 (on iki) üyeden meydana gelen bir Yönetim Kurulu tarafından yürütülür. Yönetim Kurulu üyelerinin 5'i (A) grubu paylara sahip olanların göstereceği adaylar arasından, 4'ü (B) grubu paylara sahip olan pay sahipleri tarafından gösterilecek adaylar arasından, 3'ü de Sermaye Piyasası Kurulu'nun kurumsal yönetime ilişkin düzenlemeleri çerçevesinde tespit ve ilan edilerek Genel Kurul'a önerilecek bağımsız üye niteliğine sahip adaylar arasından Genel Kurulca seçilirler.</p>	<p>Kurumsal yönetim ilkelerine uyum açısından bağımsız üyelerin etkinliğinin artırılması ve önümüzdeki yıl olası grup değişimine uyum sağlanması amacıyla yönetim kurulu üye sayısının artırılması amaçlanmaktadır.</p>

10) Providing information to shareholders about donations and grants provided by our Company in 2019 for social relief as per the regulations of Capital Markets Board and determination of an upper limit for the donations and grants to be provided in 2020;

Shareholders will receive information about the grants and donations provided by our company in 2019 and the General Assembly will determine an upper limit for the donations to be made in 2020.

11) As per the regulations of Capital Markets Board, giving information to shareholders about the salary system for Members of the Board of Directors and Senior Management Members

As per the Article 4.6.2 of "Corporate Management Communiqué", salary system implemented for Members of the Board of Directors and Senior Management Members will be presented for the information of the shareholders as a separate item during the General Assembly meeting by our Company.

12) As per the provisions of Capital Markets Code and Turkish Commercial Code, approval of Güreli Certified Public Accountant and Independent Audit Services Inc. which has been elected to conduct independent audit of our company for a period of one year by the Board of Directors;

As per the regulations of Turkish Commercial Code and Capital Markets Code, Güreli Certified Public Accountant and Independent Audit Services Inc., selected by the Board of Directors for a period of one year in order to conduct financial report audits for 2020 accounting period of our Company as well as to conduct other activities as part of the related regulations in these codes, was decided to be submitted for the approval of General Assembly.

13) As per the regulations of Capital Markets Board, election of Members of the Board of Directors, including Independent Board members, and determination of their terms of office

Election of Members of the Board of Directors elected for 3 years and of independent board members elected for 1 year.

As per the provisions of Corporate management Principles, Mehmet Bahtiyar, Ayhan Zeytinoglu and Virma Sökmen have been nominated as Independent Board Member candidates.

14) Determination of monthly gross salaries and attendance fees for Members of the Board of Directors,

As per the regulations of Turkish Commercial Code and Capital Market, General Assembly will decide about the monthly gross salaries and attendance fees to be given to the Members of the Board of Directors.

15) Giving authorisation to the Members of the Board to carry out transactions in accordance with articles 395 and 396 of the Turkish Commercial Code and the Capital Market Board regulations,

Since the ability to operate for our Members of the Board of Directors as part of the first paragraph of Article 395 of Turkish Commercial Code titled "Transaction with the Company, Prohibition on Obligation for the Company" and as part of Article 396 of the same code titled "Prohibition of Competition" requires approval of the General Assembly, giving the authority in question will be presented for the approval of our shareholders during the General Assembly.

16) Wishes and requests and closing.

Our shareholders will voice their wishes and requests about our company in this section of the meeting.