

## **SARKUYSAN ELEKTROLİTİK BAKIR SANAYİ VE TİCARET A.Ş. INFORMATION DOCUMENT FOR ORDINARY GENERAL MEETING DATED 15.04.2022**

### **ANNOUNCEMENTS AS PART OF CAPITAL MARKETS BOARD (CMB) REGULATIONS**

Among announcements to be made as per No. 1.3.1 Corporate Governance Principle found in "Corporate Governance 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 300,000,000 and this capital is shared among 1,500 A-group registered shares, each worth of 1 Turkish cent of nominal price and 29,999,998,500 B-group bearer shares. Each share has one voting right. There is no multiple vote securities. Administration and representation of the Company is held by the Board of Directors consisting of 12 (twelve) members to be elected during the General Assembly as per the related provisions of the Articles of Association, Turkish Commercial Code and the related legislation. General Assembly chooses 5 Board Members among the nominees to be nominated by the ones having A-group shares, 4 Board Members among the nominees to be nominated by the ones having B-group shares, and 3 Board Members among the independent member nominees to be determined and nominated before the General Assembly according to the regulations of Capital Markets Board regarding corporate governance.

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 83.16% as of 09.03.2022. There is no shareholder among the remaining 16.84% who owns 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 the Independent Board Member nominees' 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:**

The General Assembly to be held on 15.04.2022 involves election of Independent Board Members. In the Capital Markets Board's Bulletin published on 13.01.2022, our Company moved up through the group 2 to the group 1\* as from January 2022. Listed in the Group 1, the number of Independent Members in the Board of Directors has been obliged to be equal to the 1/3 of the total number of board members. In order to fulfill the aforementioned obligation, applications of the 5 independent members for the Board of Directors were evaluated by our Corporate Governance Committee for the upcoming period and the list of nominees was submitted to the Board of Directors. With the resolution made, the Capital Markets Board was applied for the required permission. 5 nominees for the independent members of the Board of Directors have been accepted with the permission of the Capital Markets Board.

Information regarding the nominees for the Independent Members of the Board are as follows:

**Prof. Dr. Mehmet BAHTIYAR (Independent Member Nominee)**

Bahtiyar 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 traveled 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 10 books and around 70 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 Governance Principles of CMB and he may be elected as an independent member.

### **Ayhan Zeytinođlu (Independent Member Nominee)**

Finishing his elementary, secondary and high school education at Gölçük, Kocaeli, Zeytinođlu completed his undergraduate studies in London. He completed his business education at Indiana University, USA in 1980 and graduated in 1983 in honor 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 Zeytinođlu 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 Zeytinođlu Group, and works as the General Coordinator at Zeytinođlu 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 organization 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 Governance Principles of CMB and he may be elected as an independent member.

### **Virma Sökmen (Independent Member Nominee)**

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 Honors List at LaSalle University, Philadelphia, USA.

In 1992, she worked as an Analyst in the Investment Banking Department of Körfezbank and was involved with Privatization 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 Governance 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 organizations.

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.

She qualifies as a non-executive independent person as per the Corporate Governance Principles of CMB and she may be elected as an independent member.

### **Mehmet Ali YILDIRIMTURK (Independent Member Nominee)**

He was born in Denizli in 1949. He completed his primary and secondary education in this city. Mr. Yıldırımürk began his higher education in Yıldız University in 1968, and graduated as an Electrical Engineer in 1974.

In 1997, he founded the company, MEHMET ALTIN TİC. LTD. ŞTİ., which has been continuing its commercial activities for 25 years. Since 2000, Mr. Yıldırımürk has been sharing his opinions about the financial markets that he has become highly interested in on [www.goldpara.com](http://www.goldpara.com). He still owns and is the editor-in-chief of [www.goldpara.com](http://www.goldpara.com).

Since 1999, his comments and interviews on economy, financial markets, foreign exchange, gold, other precious metals and commodities have been published in the local, national and international radios, television channels and on printed media with the principle of 'Knowledge Grows When Shared'. Between 2008 and 2010, Mr. Yıldırımürk had worked as the consultant of Istanbul Radio Economy Programme and between 2009-2010, he had invited guests to the "24 Ayar Altın" (24-Carat Gold) TV show on Expo Channel TV once a week and was the host of 100 live economy TV programmes. Mr. Yıldırımürk is still invited to the national TV channels, such as Bloomberg TV, NTV, Ekotürk TV, Kanal 24 TV, Global Haber TV, TV 100, Ülke TV, to comment on daily and weekly economic developments.

Between 2009 and 2016, Mr. Yıldırımürk was elected as the President of Istanbul Jewelers and Goldsmiths Association (IMKUSAD), a well-established association in the sector, and had continued his duties as the President for 3 terms. Mr. Yıldırımürk had been a member of Sarkuysan's Board of Directors between 2014 and 2016.

In 2015, he published his book titled "Altının Gizemli Tarihi" (*The Mysterious History of Gold*), which he wrote to increase financial literacy and was sponsored by Destek Menkul Değer A.Ş.

In 2012, Mr. Yıldırımürk was also elected as a member of the Supervisory Board at Sarkuysan Elektrolitik Bakır Sanayi ve Tic. A.Ş.

She qualifies as a non-executive independent person as per the Corporate Governance Principles of CMB and she may be elected as an independent member.

## **Ilfeta AKSOY (Independent Member Nominee)**

Ilfeta AKSOY was born on 18.02.1965 in Ribarice, Tutin, Yugoslavia. After graduating from Istanbul Kartal High School, she continued her education at Marmara University, Department of Business Administration in 1982, and graduated in 1988. She had worked as the Assistant Production Manager at Orjin Leather company between 1989-1990, as the Export Accounting and Budget Control Chief at Rabak A.Ş. between 1991-1993, as the Financial and Administrative Affairs Manager at Eleks Dış Ticaret A.Ş. between 1993-2017. Ilfeta AKSOY has been working as the Secretary General of the Foreign Trade Association of Turkish (TURKTRADE) since 2018.

Apart from her job descriptions in the companies she worked, Ilfeta AKSOY assumed the following responsibilities for Professional Associations and Public Institutions;

TURKTRADE, Board Member

TURKTRADE, Customs and Logistics Working Group, Leader,

Ministry of Economy, Turquality Working Group, Private Sector Representative

Delegation to Turkish Exporters Assembly (TIM) on behalf of Istanbul Mineral and Metals Exporters' Association (IMMIB),

### **PROFESSIONAL TRAININGS**

Kavrakoğlu Executive Development Program - MBA - 1 year

ITO Foreign Trade Institute - Financing Techniques in Foreign Trade - 4 months

Derivative Products in Foreign Trade Financing

Several trainings on Eximbank Programs,

Incoterms and Payment Methods in Foreign Trade - Trainings repeated following each revision,

IFRS trainings,

Trainings on Transfer Pricing,

Dozens of trainings on tax practices and year-end accounting transactions,

Trainings on Management Reporting,

Various trainings for personal development; i.e., leadership, teamwork, effective presentation techniques, etc.

She qualifies as a non-executive independent person as per the Corporate Governance Principles of CMB and she may be elected as an independent member.

**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 2021 activities.

**REVIEW OF AGENDA ITEMS OF ORDINARY GENERAL MEETING DATED 15 APRIL 2022**

**1) Opening and establishing the Chairmanship of the Meeting;**

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) Authorization of Meeting Chair for the signing of General Assembly Meeting Minutes and the list of attendants;**

As per the provisions of Turkish Commercial Code, authorization 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 2021;**

As per Turkish Commercial Code, Capital Market Code and related regulations, 2021 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 14.03.2022 at our Company Headquarters, at our contact points located at Perpa Business Center A Blok Floor 7-8 No:733-735 Okmeydanı, Şişli İstanbul, Aegean Free Zone Nilüfer Sk. 19 Gaziemir-Izmir, Birlik Organized Industrial Zone, Batı Cad. No:4 34953 Tuzla İstanbul, and at Electronic General Assembly System of Central Registry Agency as of 11.03.2022 as well as the Company website on [www.sarkuysan.com](http://www.sarkuysan.com).

**4) Reading of the Independent Audit Report regarding 2021 accounting period;**

As per Turkish Commercial Code, Capital Market Code and related regulations, our Independent Audit Report, prepared by Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş., 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 2021 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 14.03.2022 at our Company Headquarters, at our contact points located at Perpa Business Center A Blok Floor 7-8 No:733-735 Okmeydanı, Şişli İstanbul, Aegean Free Zone Nilüfer Sk. 19 Gaziemir-Izmir, Birlik Organized Industrial Zone, Batı Cad. No:4 34953 Tuzla İstanbul, and at Electronic General Assembly System of Central Registry Agency as of 11.03.2022 as well as the Company website at [www.sarkuysan.com](http://www.sarkuysan.com).

**6) Acquittal of Board of Directors Members for the 2021 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 2021 will be presented for the approval of the General Assembly.

**7) Discussion and decision related to the use of 2021 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 favor of the 3<sup>rd</sup> parties,**

As per Article 12 paragraph 4 of Corporate Governance 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 in the footnote 22.5 in our Consolidated Financial Tables dated December 31<sup>st</sup>, 2021 will be presented to our shareholders in the General Assembly.



**9) Discussing and deciding on the following amendment to our Articles of Association for Article 8 titled "Board of Directors" regarding revising the number of board members pursuant to permissions obtained from the Capital Markets Board and Ministry of Commerce**

Former Text	Revised Text
<p><b>BOARD OF DIRECTORS</b></p> <p><b>ARTICLE - 8</b> - Administration and representation of the Company is held by the Board of Directors consisting of <del>12 (twelve)</del> members to be elected during the General Assembly as per the related provisions of the Articles of Association, Turkish Commercial Code and the related legislation. General Assembly chooses 5 Board Members among the candidates to be nominated by the ones having A-group shares, 4 Board Members among the candidates to be nominated by the ones having B-group shares, and 3 Board Members 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.</p> <p>Qualities and quantities of the independent members to be assigned to the Board of Directors are determined by the regulations of Capital Markets Board regarding corporate governance.</p> <p>Members of the Board can be re-elected. The Board of Directors elect a chairperson and a vice chairperson among the board members during the first meeting following the election. The elections are recorded in the minute book. The Board of Directors can always replace the members of the Board regardless of their terms of duty, if the Board of Directors deems necessary.</p>	<p><b>BOARD OF DIRECTORS</b></p> <p><b>ARTICLE - 8</b> - Administration and representation of the Company is held by the Board of Directors consisting of <b>14 (fourteen)</b> members to be elected during the General Assembly as per the related provisions of the Articles of Association, Turkish Commercial Code and the related legislation. General Assembly chooses 5 Board Members among the candidates to be nominated by the ones having A-group shares, 4 Board Members among the candidates to be nominated by the ones having B-group shares, and 5 Board Members 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.</p> <p>Qualities and quantities of the independent members to be assigned to the Board of Directors are determined by the regulations of Capital Markets Board regarding corporate governance.</p> <p>Members of the Board can be re-elected. The Board of Directors elect a chairperson and a vice chairperson among the board members during the first meeting following the election. The elections are recorded in the minute book. The Board of Directors can always replace the members of the Board regardless of their terms of duty, if the Board of Directors deems necessary.</p>

**10) Providing information to shareholders about donations and grants provided by our Company in 2021 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 2022;**

Shareholders will receive information about the grants and donations provided by our company in 2021 and the General Assembly will determine an upper limit for the donations to be made in 2022.

**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 Governance 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 Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş. 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 Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş., selected by the Board of Directors for a period of 1 year in order to conduct financial report audits for 2022 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) Electing Independent Members of the Board as per the regulations of Capital Markets Board and determining their terms of office**

**14) Determining 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 authorization 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 closing.**

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