

**THE INFORMATION DOCUMENT FOR THE ORDINARY GENERAL MEETING OF SARKUYSAN ELEKTROLİTİK BAKIR SANAYİ VE TİCARET A.Ş. HELD ON 31.05.2024**

**ANNOUNCEMENTS AS PER THE REGULATIONS OF THE CMB**

Among the announcements that should be made as per the principle 1.3.1 of the Corporate Governance Principles given in the "Communiqué on Corporate Governance" No. II-17.1 of the Capital Markets Board (CMB), the ones related with the agenda items have been made in the related agenda item and an overall description is presented in this section herein:

**a. The Shareholding Structure and Voting Rights of Our Company & The Issued Capital:**

The issued capital of our Company is TL 500,000,000.- and this capital is shared among 2,500 A-group registered shares, each worth of 1 Turkish kurus of nominal price, and 49,999,997,500 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 14 (fourteen) 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 elects 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 the Capital Markets Board regarding corporate governance.

**The shareholder structure of our Company is as follows:**

Our company is a publicly traded company and the rate of our shares in the actual circulation on the stock market is 81.55% as from 03.05.2024. There is no shareholder among the remaining 18.45% who owns 10% and more of the shares.

**b. Information About the Changes in the Management and Operations of Our Company or Our Affiliates and Subsidiaries that Would Significantly Affect Company Operations**

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 persons are elected as Independent Board Members:**

The General Assembly to be held on 31.05.2024 involves the election of the Independent Board Members. The 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 to be elected for the Independent Members of the Board of Directors were accepted by the letter of the Capital Markets Board, dated 22.04.2024 and numbered E-29833736-110.07.07-52867.

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

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

Finishing his elementary, secondary, and high school education at Gölcük, 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 the position of Vice Presidency of TOBB between June 2018 and June 2023.

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 Türkiye - 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 the Research Department of Çarşı Securities and later started working for Midland Bank as an Analyst. Until the end of 2015, she worked in various positions in HSBC Group's core which included Midland Bank. She assumed an active and leading role in the establishment and management of the 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. As of the beginning of 2019, she took the role of an Independent Board Member 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 the 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.

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.

### **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 at 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 27 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 Program 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 shows. Mr. Yıldırımürk is still invited to the national TV channels, such as BloombergHT 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. He is still holding his position as the Vice President. Mr. Yıldırımürk had been a member of Sarkuysan's Board of Directors between 2014 and 2016.

In 2000, he published his book titled "Bizim Wall Street" (Our Wall Street), describing the free gold and exchange market of the Grand Bazaar; and 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.

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.

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

Ifeta 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, and graduated in 1988. She had worked as the Assistant Production Manager at Orjin Leather company between 1989-1990, as the 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. In her professional life of over 24 years, she held executive positions in the Finance and Budget, Export Operations, Accounting and Administrative Affairs, and IT departments, as well as undertaking responsibilities in the establishment and then financial / administrative management of the units abroad. Ifeta 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, Ifeta 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 TRAINING

Kavrakoğlu MBA - Executive Development Program - 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,

IFRS training, Training on Transfer Pricing,

Training on tax practices and year-end accounting transactions,

TURQUALITY Expert Certificate,

Trainings on Management Reporting,

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

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.

### **Mehmet Nazmi Erten (Independent Member Nominee)**

Born in 1951, Mehmet Nazmi Erten studied at Saint-Joseph Private French High School in Türkiye and Choate School in the United States. He graduated from the Finance department of the Faculty of Business Administration at Istanbul University in June 1974.

Mehmet N. Erten, who speaks English and French, began his professional life at Tekfen Group in July 1971 and had held various managerial positions, including Managing Director, Member of the Board, and Chair of the Board, at Tekfen Group for over 30 years.

Throughout his professional life in the banking sector for more than 30 years, Mehmet N. Erten was a member of the group that managed the Tekfen Group's acquisition of Bank Ekspres from the Saving Deposits and Insurance Fund (SDIF) and its integration with Tekfenbank, and played an active role in the 70% partnership of EFG Eurobank in Tekfenbank and the sale of all shares of the bank to Burgan Bank S.A. of Kuwait.

Mehmet Nazmi Erten has been working in Erten & Erten since October 2018.

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.

### **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 2023 activities.

### **REVIEW OF AGENDA ITEMS OF ORDINARY GENERAL MEETING TO BE HELD ON MAY 31, 2024**

#### **1) Opening and Establishing the Chairmanship of the Meeting;**

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

#### **2) Giving authorization to the Chair of the Meeting to sign the Minutes of Meeting for the General Assembly 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 discussing the Annual Report of the Company prepared by the Board of Directors for 2023;**

As per Turkish Commercial Code, Capital Market Code and the related regulations, Annual Report for 2023 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 06.05.2024 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 also at Electronic General Assembly System of Central Registry Agency as of 06.05.2024 as well as the Company website on [www.sarkuysan.com](http://www.sarkuysan.com).

**4) Reading the Independent Audit Report for the fiscal period of 2023;**

As per Turkish Commercial Code, Capital Market Code and the 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 Article 3. The report in question will be read and provided for the information of our shareholders at the General Assembly.

**5) Reading, Discussing and Approval of the Consolidated Financial Statements for 2023;**

As per Turkish Commercial Code, Capital Market Code and the related regulations, information will be given about our Financial Statements, which have been provided for the review and approval of our shareholders 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 as of 07.05.2024, and at Public Disclosure Platform (PDP) and the Electronic General Assembly System of Central Registry Agency, as well as the Company website at [www.sarkuysan.com](http://www.sarkuysan.com) as of 06.05.2024.

**6) Acquitting the Members of the Board for the operations of our Company in 2023;**

As per Turkish Commercial Code, legislation and the related regulations, acquittal of the Members of the Board of Directors for the activities of 2023 will be submitted to the approval of the General Assembly.

**7) Discussing and deciding on how the term profits for 2023 shall be used, the percentages of profits and dividend shares to be distributed and the dates of distribution;**

As per Turkish Commercial Code and Capital Market Code provisions, the 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 third 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 given in footnote 22.5 in our Consolidated Financial Statements dated December 31, 2023, will be presented to our shareholders in the General Assembly.

**9) Increasing our capital ceiling which is on record in our Company's articles of association article 6 titled "Capital" to 2,000,000,000.- TL and reading, discussing, and deciding on the amendment of the following Article 6 of the articles of association for the new term in accordance with the permits obtained from the Ministry of Trade**



Eski Metin	Yeni Metin
<p><b>SERMAYE</b></p> <p>MADDE - 6 - Şirket Sermaye Piyasası Kanunu hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu'nun 23.3.1983 tarih ve 75 sayılı izni ile bu sisteme geçmiştir. Şirket'in kayıtlı sermaye tavanı <b>600.000.000,- TL. (altıyüzmilyon-Türk Lirası)</b> olup her biri 1 KR. (bir Kuruş) itibari değerinde <b>60.000.000.000 (altmışmilyar)</b> paya bölünmüştür. Sermaye Piyasası Kurulunca verilen kayıtlı sermaye tavanı izni, <b>2021-2025</b> yılları (5 yıl) için geçerlidir. <b>2025</b> yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılammış olsa dahi, <b>2025</b> yılından sonra yönetim kurulunun sermaye artırım kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulundan izin almak suretiyle genel kuruldan yeni bir süre için yetki alması zorunludur. Söz konusu yetkinin alınmaması durumunda Şirket yönetim kurulu kararı ile sermaye artırımını yapamaz. Şirketin çıkarılmış sermayesi <b>500.000.000,- TL (beşyüzmilyon Türk Lirası)</b> dir. Bu sermaye her biri 1 KR (bir Kuruş ) itibari değerinde <b>2.500 (ikibinbeşyüz)</b> adet A grubu nama yazılı, <b>49.999.997.500</b> adet B grubu hamiline yazılı paya bölünmüştür. Bu sefer artırılan <b>100.000.000,-TL</b>'lik sermayenin tamamı <b>2022</b> yılı Dönem Kârı <b>hesabından karşılanmıştır.</b> Yönetim kurulu, <b>2021-2025</b> yılları arasında Sermaye Piyasası Kanunu ve ilgili mevzuat hükümlerine uygun olarak gerekli gördüğü zamanlarda kayıtlı sermaye tavanına kadar grup belirlemek suretiyle nama veya hamiline yazılı pay ihraç ederek çıkarılmış sermayeyi artırmaya yetkilidir. Ayrıca yönetim kurulu itibari değerinin üzerinde pay çıkarmaya ve pay sahiplerinin yeni pay alma haklarını kısmen veya tamamen sınırlandırmaya, yurt içi ve/veya yurt dışında tahsisli sermaye artırımını yapmaya yetkilidir. Bu fıkarda tanınan yetki çerçevesinde yönetim kurulunca alınan kararlar Sermaye Piyasası Kurulu'nun belirlediği esaslar çerçevesinde ilan edilir. Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.</p>	<p><b>SERMAYE</b></p> <p>MADDE - 6 - Şirket Sermaye Piyasası Kanunu hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu'nun 23.3.1983 tarih ve 75 sayılı izni ile bu sisteme geçmiştir. Şirket'in kayıtlı sermaye tavanı <b>2.000.000.000,- TL. (ikimilyar Türk Lirası)</b> olup her biri 1 KR. (bir Kuruş) itibari değerinde <b>200.000.000.000 (ikiyüzmilyar)</b> paya bölünmüştür. Sermaye Piyasası Kurulunca verilen kayıtlı sermaye tavanı izni, <b>2024-2028</b> yılları (5 yıl) için geçerlidir. <b>2028</b> yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılammış olsa dahi, <b>2028</b> yılından sonra yönetim kurulunun sermaye artırım kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulundan izin almak suretiyle genel kuruldan yeni bir süre için yetki alması zorunludur. Söz konusu yetkinin alınmaması durumunda Şirket yönetim kurulu kararı ile sermaye artırımını yapamaz. Şirketin çıkarılmış sermayesi <b>500.000.000,- TL (beşyüzmilyon Türk Lirası)</b> dir. Bu sermaye her biri 1 KR (bir Kuruş ) itibari değerinde <b>2.500 (ikibinbeşyüz)</b> adet A grubu nama yazılı, <b>49.999.997.500</b> adet B grubu hamiline yazılı paya bölünmüştür. Bu sefer artırılan <b>100.000.000,-TL</b>'lik sermayenin tamamı <b>2022</b> yılı Dönem Kârı <b>hesabından karşılanmıştır.</b> Yönetim kurulu, <b>2024-2028</b> yılları arasında Sermaye Piyasası Kanunu ve ilgili mevzuat hükümlerine uygun olarak gerekli gördüğü zamanlarda kayıtlı sermaye tavanına kadar grup belirlemek suretiyle nama veya hamiline yazılı pay ihraç ederek çıkarılmış sermayeyi artırmaya yetkilidir. Ayrıca yönetim kurulu itibari değerinin üzerinde pay çıkarmaya ve pay sahiplerinin yeni pay alma haklarını kısmen veya tamamen sınırlandırmaya, yurt içi ve/veya yurt dışında tahsisli sermaye artırımını yapmaya yetkilidir. Bu fıkarda tanınan yetki çerçevesinde yönetim kurulunca alınan kararlar Sermaye Piyasası Kurulu'nun belirlediği esaslar çerçevesinde ilan edilir. Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.</p>

**10) Providing information to the shareholders about donations and aids granted by our Company in 2023 for social relief as per the regulations of the Capital Markets Board and determining an upper limit for the donations and aids to be granted in 2024;**

The shareholders will be provided information about the grants and aid granted by our Company in 2023 and the General Assembly will determine an upper limit for the donations to be granted in 2024.

**11) Providing information to the shareholders concerning the principles of remuneration for the Members of the Board and the Senior Executives in accordance with the Capital Markets Board regulations,**

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

**12) Approving MGI Bağımsız Denetim Hizmetleri A.Ş. which has been elected to conduct independent audits in our company for a period of one year by the Board of Directors as per the provisions of the Capital Markets Code and Turkish Commercial Code;**

As per the regulations of Turkish Commercial Code and Capital Markets Code, MGI Bağımsız Denetim Hizmetleri A.Ş., selected by the Board of Directors for a period of 1 year in order to audit the financial report for 2024 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) Providing information to the General Assembly regarding the transactions carried out by the “Associated Parties” as per the regulations of the Capital Markets Board,**

**14) Electing and determining the terms of office for the Independent Members of the Board as per the regulations of the Capital Markets Board,**

**15) Determining the monthly gross salaries and attendance fees for the Members of the Board,**

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

**16) Giving authorization to the Members of the Board of Directors to carry out transactions in accordance with the articles 395 and 396 of the Turkish Commercial Code and the regulations of the Capital Markets Board,**

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.

**17) Wishes and closing.**

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