

MINUTES OF MEETING

The minutes of meeting for the General Assembly Meeting of Sarkuysan Elektrolitik Bakır Sanayi ve Ticaret Anonim Şirketi held on 31.05.2024 for the activity year of 2023

The general assembly meeting of Sarkuysan Elektrolitik Bakır Sanayi ve Ticaret Anonim Şirketi regarding the activity year of 2023 was held at 2:30 PM on 31.05.2024 at the company headquarters situated at Emek Mahallesi Aşıroğlu Caddesi No.147 41700 Darıca/KOCAELİ under the supervision of Ministry Representatives, Mr. Veysi UZUNKAYA and Ms. Sultan KURBANOĞLU, who were assigned by the Kocaeli Provincial Directorate of Commerce with the letter dated 27.05.2024 and numbered E-80122446-431.03-00097200692. Members of the board of the company and the representatives of the independent audit company were present at the meeting.

The invitation for the meeting, including the agenda of the meeting, as stipulated in the law and the articles of association, was announced in the Turkish Trade Registry Gazette issued on May 08, 2024 with issue no. 11077 and in the Gazete Gabze Newspaper issued on May 08, 2024 and was disclosed on the company website and the Public Disclosure Platform, and was notified to the registered shareholders as well as the bearer shareholders who disclosed their addresses, by a registered letter sent from Darıca Post Office on May 08, 2024, stating the date and agenda of the meeting and the date of the newspaper in which the call announcement was published, in due time. As part of the provisions of the Turkish Commercial Code and the relevant legislation, a meeting call stipulated for an Electronic General Assembly was also announced in the EGKS system. Upon the examination of the list of attendees, it was observed that 11,328,131,810 shares corresponding to a total nominal value of 113,281,318.10 TL attended in person, 26,658,707,991 shares corresponding to a total nominal value of 266.587.079,91 TL attended by proxy, which amounted to a total of 37.986.839.801 shares corresponding to an ultimate total nominal value of 379.868.398,00 TL out of the 50,000,000,000 shares representing the issued capital of the company that has a total nominal value of 500,000,000,- TL were represented at the meeting and it was determined by the Ministry Representatives that the minimum meeting quorums stipulated for the ordinary general assembly meeting by the Law and the articles of association were met; thus, discussion of the agenda items began.

1. As per Item 1 of the agenda, the meeting was launched both in a physical and electronic environment by Mr. Hayrettin ÇAYCI, Chairperson of the Board of Directors. Mrs. Şefiye YAYLA, the Investor Relations Manager of the company, was appointed to initiate the electronic general assembly system. Following the opening speech of Mr. Hayrettin ÇAYCI, the Chairperson of the company, the Ministry Representative took the floor and asked if there were any objections to those who attended the meeting in person or by proxy. The chair of the meeting was elected. As a result of the election carried out as per written proposal submitted by Mr. Hayrettin ÇAYCI, one of the shareholders, Mr. İbrahim HASELÇİN was elected as the Chair of the Meeting by a majority of votes, i.e., 37,980,914,766 affirmative votes against 5,925,035 dissenting votes in digital environment. The Chair of the Meeting appointed Ms. Demet TAŞKIN as the minutes clerk and Mr. Uğur BULAT as the vote collector; then, a moment of silence was held to commemorate Atatürk, all our martyrs and our deceased founders, shareholders and employees.

2. As per Item 2 of the agenda, the attendants approved to authorize the Chair of the Meeting by a majority of attendees -37,980,914,800 affirmative votes against 5,925,000 dissenting votes- in digital environment, to sign the minutes of meeting on behalf of the general assembly. The Chair of the Meeting was asked if there was a request to change the order of the agenda items. No one took the floor.

3. As per Item 3 of the agenda, the session in which discussing the annual report of the company for the activities and operations held 2023 was launched. In line with the written proposal submitted by Mr. Ahmet Hamdi BEKTAŞ, one of the shareholders of the company, the issue to accept the fact that all attendees had “read” the annual report since the annual report was distributed to our shareholders as a booklet before the meeting, published on the Public Disclosure Platform and uploaded on the website, was put to the vote. As a result of the voting, it was accepted by a majority of the attendees -37,980,914,800 affirmative votes against 5,925,000 dissenting votes- in digital environment, that the annual report for the activity period of 2023 was considered as “read”. The Chair launched the session to discuss the Annual Report. No one took the floor.

4. As per Item 4 of the agenda, Mr. İbrahim HASELÇİN read the independent audit report of the Company issued by MGI Bağımsız Denetim A.Ş. for the fiscal period of 2023.

5. As per Item 5 of the agenda, the session in which reading the consolidated financial statements for the fiscal period of 2023 was launched. In line with the written proposal submitted by Mr. Cenap TAŞKIN, one of the shareholders of the company, the issue to accept the fact that all attendees had “read” the financial statements since the financial statements were included in the annual report distributed to our shareholders as a booklet before the meeting, published on the Public Disclosure Platform and uploaded on the website, was put to the vote. As a result of the voting, it was accepted by a majority of the attendees - 37,986,839,766 affirmative votes against 34.60 dissenting votes- in digital environment, that the financial statements for the activity period of 2023 was considered as “read”.

The session to discuss the consolidated financial statements of the company for the fiscal period of 2023 was launched. Yusuf Orkun Tibet asked, "What are the current ongoing capacity increase investments and what is the status quo on these investments? How many tons will the production capacity per year be once these investments are completed? Are there any expectations regarding the CRW Metal company, which was established last year? Why did the members of the board and current shareholders become personally direct partners in the establishment of this company -apart from their partnerships through Sarkuysan? Can you share the latest information about copper mine fields and exploration works?" in the electronic environment. Mr. Ümit Uluçam, CFO of the Company, took the floor and answered the questions as follows: "The capacity increase in our group companies was achieved only in Sark Bulgaria AD and Sark Wire, our subsidiaries located abroad. Regarding our subsidiaries in Türkiye, the investments were modernized, and their technologies were improved. The company CRW Metal was founded last year and there is a 2-year supply period for the required machinery and equipment. The procurement process has been initiated. The company is expected to begin production as of the end of this 2-year machinery and equipment supply period. The lawsuit we filed regarding the rejection of our permit request for the Copper Mines was

concluded in our favor and we announced the verdict on PDP (Public Disclosure Platform). Our mining exploration and license periods are still valid, and our exploration activities are ongoing.”

The financial statements for the fiscal period of 2023 were submitted for approval. As a result of the voting held, financial statements were accepted by a majority of votes, i.e., 37,986,839,766 affirmative votes against 34.60 dissenting votes in digital environment.

6. As per Item 6 of the agenda, the session for the acquittal of the members of the Board was launched, and the issue the acquit the members of the board was put to the vote. As a result of the voting held -with the members of the Board not exercising their right to vote due to their shares- for the acquittal of the members of the Board, all 14 members of the Board were approved by a majority of the existing votes, i.e., 26,901,710,824 affirmative votes against 5,925,035 dissenting votes in digital environment -excluding the votes of the members of the Board- to be acquitted of their activities and actions in 2023.

7. As part of Item 7 of the agenda, the session to discuss dividend distribution was initiated. The proposal of the Board regarding the dividend distribution of gross 44.44% (TL 0.4444) and net (TL 0.40) cash dividends from the Net Distributable Profit of TL 1,391,798,530.-, and 20% dividend distribution in the form of shares, and cash dividend distribution date to be designated as 07.06.2024, while the dividend in the form of shares be distributed following the completion of the legal process, as mentioned in the Distribution Offer disclosed in the Public Disclosure Platform following the previous resolution of the Board dated 06.05.2024, was read. (Annex: 1) The proposal of the Board was accepted by a majority of votes, i.e., 37,980,914,800 affirmative votes against 5,925,000 dissenting votes in digital environment.

8. Item 8 of the agenda was initiated to discuss. Mr. İbrahim Haselçin, Chair of the Meeting, provided information to the shareholders on the bonds, securities and mortgages given by the Company in favor of the third parties in the fiscal period of 2023, which is included in the Annual Report.

9. Item 9 of the agenda was initiated to discuss. Regarding increasing the registered capital ceiling of the company under the Articles of Association of the Company -Article 6 titled “Capital”- to 2,000,000,000.- TL and the new authorization period; the amendment text for the Article 6 of the Articles of Association was read based on the permissions of the Capital Markets Board dated 22.05.2024 and numbered E-29833736-110.04.04-54319, and the Ministry of Trade, dated 29.05.2024, numbered E-50035491-431.02.00097312833. (Annex: 2) It was accepted by a majority of attendees, i.e., 35,473,971,366 affirmative votes against 615,501,000 dissenting votes in digital environment.

10. As per Item 10 of the agenda, Mr. İbrahim HASELÇİN, Chair of the Meeting, provided information to the shareholders about donations and aids granted by the Company in 2023 for social relief as per the regulations of the Capital Markets Board, and put to the vote the proposal of the Board to set the upper limit for the donations and aids to be granted in 2024 as TL 3,000,000.- (Three million Turkish Liras). As a result of the voting held, the proposal to set the upper limit of TL 3,000,000.- (Three million Turkish Liras)

was accepted by a majority of votes, i.e., 35,473,971,366 affirmative votes against 2,512,868,435 dissenting votes in digital environment.

11. Item 11 of the agenda was initiated to discuss. Mr. İbrahim Haselçin, Chair of the Meeting, provided information to the shareholders concerning the principles of remuneration for the Members of the Board and the Senior Executives as per the regulations of the Capital Markets Board.

12. Item 12 of the agenda was initiated to discuss. The proposal of the Board of Directors regarding the audit of the financial statements of the company for 2024 by MGI Bağımsız Denetim Hizmetleri A.Ş. for a period of 1 year was accepted by a majority of votes, i.e., 37,986,839,766 affirmative votes against 34.60 dissenting votes in digital environment.

13. Item 13 of the agenda was initiated to discuss. Mr. İbrahim Haselçin, Chair of the Meeting, provided information to the shareholders concerning the transactions carried out by the “Associated Parties” as per the regulations of the Capital Markets Board.

14. Item 14 of the agenda was initiated to discuss. Then, election process of the candidates to be appointed as independent members of the Board, who are assigned by the Board of Directors in accordance with the regulations of the Capital Markets Board and compliance approvals of whom were obtained by the letter of the Capital Markets Board, dated 22.04.2024 and numbered E-29833736-110.07.07-52867, was initiated. Mr. Ayhan Zeytinoğlu, Ms. Virma Sökmen, Mr. Mehmet Ali Yıldırımürk, Ms. İlfeta Aksoy and Mr. Mehmet Erten, which were advised to the General Assembly as per resolution of the Board dated 29.03.2024 and numbered 1712/24.09, were nominated as independent candidates. Attendees were asked if there were any other candidates to become an independent member. No other candidates were nominated. The candidates, who were present at the meeting and declared their nomination for the election to be held in accordance with the principles of secret vote and open counting -as per the articles of association- and whose names are given below, were elected as Independent Members of the Board for a period of 1 year with the following affirmative votes:

Mr.Ayhan Zeytinoğlu	(T.R. ID #51*****66)	: 37,743,686,542
Ms.Virma Sökmen	(T.R. ID #45*****10)	: 37,743,686,542
Mr.Mehmet Ali Yıldırımürk	(T.R. ID #25*****92)	: 37,743,686,542
Ms.İlfeta Aksoy	(T.R. ID #16*****90)	: 37,743,686,542
Mr.Mehmet Nazmi Erten	(T.R. ID #26*****42)	: 37,743,686,542

15. Item 15 of the agenda regarding determining the monthly gross salaries and attendance fees for the Members of the Board were initiated to be discussed. Mr. Hüseyin Özboyacı put to the vote his remuneration proposal for the Members of the Board as a net remuneration of 60,000 TL/month and attendance fee of 5,000 TL/month for the Chair of the Board, a net remuneration of 44,000 TL/month and

attendance fee of 2,000 TL/month for the Members of the Board and a net remuneration of 44,000 TL/month and attendance fee of 5,000 TL/month for the Independent Members of the Board, starting from June 2024 and up to -including- the month that the Ordinary General Assembly meeting will be held next year. The proposal was accepted by a majority of votes, i.e., 35,473,971,366 affirmative votes against 2,512,868,435 dissenting votes in digital environment.

16. Item 16 of the agenda was initiated to discuss. As a result of the voting, it was decided by a majority of votes, i.e., 37,980,914,591 affirmative votes against 5,925,210 dissenting votes in digital environment, to give authorization to the Members of the Board 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.

17. Item 17 of the agenda was initiated to discuss. The chair of the meeting informed the general assembly that the company bought back 1,336,197 shares at an average price of 34.60 TL in 2024. The Chair of the Meeting asked the General Assembly if there were any objections regarding the discussions held and the procedure followed in the meeting. No one had an objection. Yusuf Orkun Tibet asked, "What will be the field of activity of the CRW Metal investment? Will it be copper production again or will the company invest in a different field such as smelter, will the production facilities be in Türkiye?" in the electronic environment. Mr. Hayrettin ÇAYCI, Chair of the Board, took the floor and stated that CRW Metal will produce rough products, the production facility will be in Türkiye," and then he proposed a vote of thanks to all attendees. The Chair of the Meeting concluded the meeting at 4:08 PM. This minutes of meeting herein, was prepared in digital environment at the meeting venue and signed as 6 copies.

Appendix 1: Dividend distribution table

Appendix 2: Amendment Text

Ministry Representatives	Veysi UZUNKAYA	Sultan KURBANOĞLU
Chair of the Meeting	İbrahim HASELÇİN	
Minutes Clerk	Demet TAŞKIN	
Vote Collector	Uğur Bulat	

Kâr Dağıtım Önerisi

Şirketimizin, Sermaye Piyasası Kurulu'nun tebliğleri çerçevesinde hazırlanan 31.12.2023 tarihli Konsolide Gelir Tablosundaki kârandan, Ödenecek Vergiler ve Genel Kanuni Yedek Akçe düşüldükten sonra bağışların eklenmesiyle bulunan 1.391.798.530,-TL Net Dağıtılabilir Dönem Kârının Esas Sözleşmemizin 25.maddesine göre aşağıdaki tabloda görüldüğü şekilde dağıtılmasını ve ortaklarımıza %40,00 net nakit kâr payı ve %20,00 pay biçiminde kâr payı verilmesini, nakit kâr payı dağıtım tarihinin 07.06.2024 olarak belirlenmesini, pay biçiminde dağıtılacak kâr payının yasal sürecin tamamlanmasını takiben dağıtılmasını, tensiplerinize arz ederiz.

Bu teklifimiz kabul edildiği takdirde 500.000.000,-TL'lik Ödenmiş Sermayemizin her 1,-TL nominal değerli hissesine Brüt %44,44 (0,4444 TL), Net %40,00 (0,40 TL) nakit kâr payı verilecek, 100.000.000 TL bedelsiz pay olarak, hisseleri oranında, yasal sürecin tamamlanmasını takiben hissedarlarımıza dağıtılacaktır.

Saygılarımızla,
Yönetim Kurulu

SARKUYSAN ELEKTROLİTİK BAKIR SANAYİ VE TİCARET A.Ş.
2023 YILI KÂR PAYI DAĞITIM TABLOSU

1. Ödenmiş/Çıkarılmış Sermaye		500.000.000
2. Genel Kanuni Yedek Akçe (Yasal Kayıtlara Göre)		395.239.142
Esas sözleşme uyarınca Kâr dağıtımında imtiyaz var ise söz konusu imtiyaza ilişkin bilgi		Yoktur.
	SPK'YA GÖRE	YASAL KAYITLARA GÖRE
3. DÖNEM KÂRI	1.771.986.515	1.700.270.310
4. Vergiler (-)	318.861.121	445.100.031
	Kurumlar Vergisi (-)	318.861.121
	Ertelenmiş Vergi Karşılığı (-)	0
5. Net Dönem Kârı	1.453.125.394	1.255.170.280
6. Geçmiş Yıllar Zararları (-)	0	0
7. Genel Kanuni Yedek Akçe (-)	62.758.514	62.758.514
8. NET DAĞITILABİLİR DÖNEM KÂRI	1.390.366.880	1.192.411.766
9. Yıl İçinde Yapılan Bağışlar(+)	1.431.650	
10. Kârı	1.391.798.530	
11. Ortaklara Birinci Kâr Payı	169.589.926	
	Nakit	69.589.926
	Bedelsiz	100.000.000
	Toplam	169.589.926
12. İmtiyazlı Pay Sahiplerine Dağıtılan Kâr Payı	0	
13. Dağıtılan Diğer Kâr Payı	50.436.061	
-Yönetim Kurulu Üyelerine Kâr Payı	50.436.061	
14. İntifa Senedi Sahiplerine Dağıtılan Kâr Payı	0	
15. Ortaklara İkinci Kâr Payı	152.632.296	
	Nakit	152.632.296
	Bedelsiz	0
	Toplam	152.632.296
16. Genel Kanuni Yedek Akçe (-)	34.765.828	
17. Statü Yedekleri	0	0
18. Özel Yedekleri	0	0
19. OLAĞANÜSTÜ YEDEK	982.942.769	784.987.654
20. Dağıtılması Öngörülen Diğer Kaynaklar	0	0
Geçmiş Yıl Kârı	0	0
Olağanüstü Yedekler	0	0
Kanun ve Esas Sözleşme Uyarınca Dağıtılabilir Diğer Yedekler	0	0

KÂR PAYI ORANLARI TABLOSU

Pay Başına Kâr Payı Bilgileri

	GRUBU	TOPLAM DAĞITILAN KÂR PAYI		TOPLAM DAĞITILAN KÂR PAYI / NET DAĞITILABİLİR DÖNEM KÂRI	1 TL NOMİNAL DEĞERLİ PAYA İSABET EDEN KÂR PAYI	
		NAKİT (TL)	BEDELSİZ (TL)		TUTARI (TL)	ORANI (%)
NET	A	10,00	5,00	0,0000011	0,600000	60,0000
	B	199.999.990,00	99.999.995,00	21,5770376	0,600000	60,0000
	TOPLAM	200.000.000,00	100.000.000,00	21,5770387	0,600000	60,0000

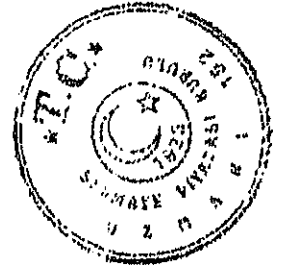
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21/05/2024

SARKUYSAN ELEKTROLİTİK BAKIR SANAYİ VE TİCARET ANONİM ŞİRKETİ
ESAS SÖZLEŞME'NİN 6.MADDE DEĞİŞİKLİĞİ

Eski Metin	Yeni Metin
SERMAYE	SERMAYE
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 600.000.000,- TL (altıyüzmilyon-Türk Lirası) olup her biri 1 KR. (bir Kuruş) itibari değerinde 60.000.000.000 (altıyüz milyon) TL'ye bölünmüştür. Sermaye Piyasası Kurulunca verilen kayıtlı sermaye tavanı izni, 2021-2025 yılları (5 yıl) için geçerlidir. 2025 yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşamamış olsa dahi, 2025 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 500.000.000,- TL (beşyüzmilyon-Türk Lirası) dir. Bu sermaye her biri 1 KR (bir Kuruş) itibari değerinde 2.500 (iki bin beş yüz) adet A grubu nama yazılı, 49.999.997.500 adet B grubu hamiline yazılı paya bölünmüştür. <u>Bu safer artırımla, 100.000.000,-TL'lik sermayenin tamamı, 2022 yılı Dönem Kârı hesabından karılmıştır.</u> Yönetim kurulu, 2021-2025 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 üzerindeki 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 fıkra da tanınan yetki çerçevesinde yönetim kurulunca alınan kararlar Sermaye Piyasası Kurulu'nun belirlediği esaslar çerçevesinde ilan edilir. Sermayeyi temsil eden paylar kayıtlıdır. Esasları çerçevesinde kaydedilir.	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 2.000.000.000,- TL. (ikimilyar Türk Lirası) olup her biri 1 KR. (bir Kuruş) itibari değerinde 200.000.000.000 (ikiyüzmilyar) paya bölünmüştür. Sermaye Piyasası Kurulunca verilen kayıtlı sermaye tavanı izni, 2024-2028 yılları (5 yıl) için geçerlidir. 2028 yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşamamış olsa dahi, 2028 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 500.000.000,- TL (beşyüzmilyon-Türk Lirası) dir. Bu sermaye her biri 1 KR (bir Kuruş) itibari değerinde 2.500 (iki bin beş yüz) adet A grubu nama yazılı, 49.999.997.500 adet B grubu hamiline yazılı paya bölünmüştür. <u>Bu safer artırımla, 100.000.000,-TL'lik sermayenin tamamı, 2022 yılı Dönem Kârı hesabından karılmıştır.</u> Yönetim kurulu, 2024-2028 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 fıkra da tanınan yetki çerçevesinde yönetim kurulunca alınan kararlar Sermaye Piyasası Kurulu'nun belirlediği esaslar çerçevesinde ilan edilir. Sermayeyi temsil eden paylar kayıtlıdır. Esasları çerçevesinde kaydedilir.

(Handwritten signatures and initials)



22 Mayıs 2024

(Handwritten signatures and initials)