

KALESERAMİK, ÇANAKKALE KALEBODUR SERAMİK SANAYİ ANONİM ŞİRKETİ

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

**I- INVITATION ANNOUNCEMENT TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED
10.06.2024**

Istanbul Trade Registry Office - Trade Registry Number: 71314

The Ordinary General Assembly Meeting of our Company for the 2023 operating year will be held on Monday, 10.06.2024, at 11:00 a.m. in the meeting hall of "İstanbul Province, Beşiktaş District, Levent District, Prof. Ahmet Kemal Aru Sok. No:4 Kaleseramik Building" to discuss and decide on the issues written on the agenda below.

The shareholders of our company will be able to attend the Ordinary General Assembly Meeting in person or through their representatives in physical or electronic environment. Participation in the meeting electronically is possible with the secure electronic signatures of the shareholders or their representatives. For this reason, shareholders or their representatives who will make transactions in the electronic general assembly system ("EGKS") must have a secure electronic signature and register with the "e-Investor: Investor Information Center" of the Central Registry Corporation ("MKK").

In addition, shareholders or their representatives who wish to participate in the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

Shareholders who will not be able to attend the meeting physically or electronically themselves are required to issue their power of attorney in accordance with the example below, either by fulfilling the issues stipulated in the Capital Markets Board's Communiqué No. II-30.1 on "Voting by Proxy and Collecting Proxies by Call", either by notarizing the signature or by attaching the signature statement prepared in the presence of a notary public to the signed power of attorney form. A copy of the power of attorney can also be obtained from the company's website at the Company's Headquarters and www.kale.com.tr. Shareholders who wish to attend the General Assembly in person in a physical environment will be able to exercise their rights regarding their shares registered in the "Shareholders List" in the Central Registry Agency (CRA) system by presenting their identity cards. Powers of attorney that are required in the said Communiqué and do not comply with the attached power of attorney sample will not be accepted.

Our shareholders who will participate in the general assembly electronically through the Electronic General Assembly System can get information about the procedures and principles regarding participation, appointment of representatives, making suggestions, expressing opinions and voting from the website of the Central Registry Agency at <https://www.mkk.com.tr>.

The Consolidated Financial Statements of the Company, the Annual Report of the Board of Directors, the Independent Audit Report, the Dividend Distribution Proposal of the Board of Directors, and the General Assembly Information document for the year 2023 will be made available for the examination of the Honorable Shareholders at least three weeks before the General Assembly Meeting, within the statutory period, on the Company's website at the Company's headquarters and at www.kale.com.tr address, and on the Electronic General Assembly system of the Central Registry Agency.

Pursuant to the Capital Markets Law, Shareholders will not be notified by registered letter for registered shares traded on the stock exchange.

It is submitted for the information of Dear Shareholders.

Best regards

KALESERAMİK, ÇANAKKALE KALEBODUR SERAMİK SANAYİ A.S.

CHAIRMAN OF THE BOARD OF DIRECTORS

AGENDA OF THE 2023 ORDINARY GENERAL ASSEMBLY MEETING

1. Opening and election of the Meeting Chairman,
2. Reading and discussion of the Annual Report of the Board of Directors for the 2023 financial year,
3. Reading the summary of the Independent Audit Company Report for the 2023 financial year,
4. Reading, discussing and approving the consolidated CMB and TCC balance sheet and profit and loss accounts for the 2023 financial year,
5. Discharge of the Members of the Board of Directors individually to the activities and transactions of the 2023 accounting period,
6. Discussing and deciding on the proposal of the Board of Directors regarding the dividend distribution for the 2023 operating year,
7. Discussing and deciding on the election of Board Members and determination of their terms of office,
8. Discussing and deciding on the membership fees of the members of the board of directors for the 2024 operating year,
9. Providing information about the donations and aids made in the 2023 activity year and discussing and deciding on the donation limit for the 01.01.2024-31.12.2024 activity year,
10. Discussing and deciding on the proposal of the Board of Directors regarding the selection of an independent external audit firm for the audit of the accounts and transactions of the 2024 operating year in accordance with the Turkish Commercial Code and the Capital Markets Law,
11. Granting permission to the members of the board of directors to carry out the works specified in Articles 395 and 396 of the Turkish Commercial Code,
12. Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges and mortgages given by the Company in favor of 3rd parties and the income or benefit they have obtained,
13. Closing.

2. OUR ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS

Among the additional disclosures required to be made in accordance with the "Corporate Governance Communiqué" numbered II-17.1 of the Capital Markets Board, details are shared below the relevant agenda item, and other mandatory general explanations are presented in this section for your information:

2.1. Shareholding Structure and Voting Rights

The Company's registered capital ceiling is 1.000.000.000 (one billion) TL. The issued capital of the company is 514,778,660.51 TL (Five hundred fourteen million seven hundred seventy eight thousand six hundred sixty Turkish Lira fifty one kurus) and the said issued capital has been fully paid free of collusion. This capital is divided into 1,645,924,817 (one billion six hundred and forty-five million nine hundred twenty-four thousand eight hundred and seventeen) registered shares with a nominal value of 1 (one) kuruş, 5 (five) kuruş and 1 (one) Turkish Lira.

Of these shares, 1,720,860 (one million seven hundred twenty thousand eight hundred and sixty) with a nominal value of 1 kuruş are Group A registered shares ("Group A Share"), 1,188,886,848 (one billion one hundred eighty-eight million eight hundred eighty-six thousand eight hundred and forty-eight) Group B registered shares ("Group B Share") with a nominal value of 5 kurus and It consists of 455,317,109 (four hundred fifty-five million three hundred seventeen thousand one hundred nine) Group C registered shares ("Group C Shares") with a nominal value of 1 Turkish Lira. Group A and Group B registered shares have the privilege of nominating candidates in the election of board members.

Group A, B and C shareholders have one vote for each share they own.

As of the date of the announcement of this Information Document, the total number of shares and voting rights showing the shareholding structure of our Company are shown below:

a) The total number of shares and voting rights reflecting the partnership structure of our Company as of 16/05/2024, when the statement was made;

Shareholder's Name/Title	Share in Capital (TL)	Share in Capital (%)	Voting Right (%)
H.İbrahim Bodur Holding AŞ	315.892.633,96	61,36	61,36
Victory International AG	74.000.000,00	14,38	14,38
Listed	109.390.465,00	21,25	21,25
Other	15.495.561,55	3,01	3,01
Sum	514.778.660,51	100	100,00

b) Information about changes in management and operations of our company and subsidiaries that will significantly affect the company's activities:

There are no changes in management and activities that will significantly affect the partnership activities of our company and its subsidiaries in the past accounting period or planned in the future accounting periods.

On the other hand, the material disclosures made by our Company within the scope of the relevant legislation can be accessed from www.kale.com.tr and www.kap.org.tr.

c) Information on the Requests of the Shareholders Regarding the Inclusion of Items on the Agenda:

There is no written request submitted to the Investor Relations Department of our Company regarding the inclusion of an item on the agenda by the shareholders of the Partnership.

ç) If there is a dismissal, replacement or election of the members of the board of directors on the agenda of the general assembly meeting; grounds for impeachment and replacement, persons whose candidacy for board membership has been submitted to the partnership; Information about their CV, the duties they have held in the last ten years and the reasons for their departure, the nature and level of materiality of the relationship with the partnership and its related parties, whether they have the quality of independence and similar issues that may affect the activities of the partnership if these persons are elected as members of the board of directors:

Within the framework of the corporate governance principles of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, the members of the board of directors, 4 of whom are independent, will be elected.

d) In case of an amendment to the articles of association on the agenda, the old and new forms of the articles of association, together with the decision of the relevant board of directors.

There is no amendment to the articles of association on the agenda.

II- OUR EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 10.06.2024

1. Opening and election of the Meeting Chairman,

Within the framework of the provisions of the "Turkish Commercial Code No. 6102" (TCC) and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry to be present at these meetings" ("Regulation"), the Chairman of the Board of Directors will preside over the General Assembly Meeting, and in his absence, the Vice Chairman of the Board of Directors will preside over the General Assembly Meeting, and the Chairman of the Meeting will be formed without voting.

2. Reading and discussing the Annual Report of the Board of Directors for the 2023 financial year,

The Annual Report of the Board of Directors for the accounting period of 2023, including the Report on Compliance with the Corporate Governance Principles, which is submitted to the review of our shareholders at the Company's headquarters, on the Company's website at www.kale.com.tr on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency 3 weeks before the General Assembly meeting, within the framework of the regulations related to the TCC, the Regulation and the Capital Markets Law. It will be read at the Ordinary General Assembly and presented to the opinion of our partners.

- 3. Reading the summary of the Independent Auditor's Report for the 2023 financial year,**
Within the framework of the TCC, the Regulation and the regulations related to the Capital Markets Law, the Independent Audit Report Summary for the accounting period of 01.01.2023-31.12.2023, which is submitted to our shareholders at our Company's headquarters, on the Company's website at www.kale.com.tr , on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency 3 weeks before the General Assembly meeting, will be read at the Ordinary General Assembly Meeting and our shareholders will be informed.
- 4. Reading, discussing and approving the consolidated CMB and TCC balance sheet and profit and loss accounts for the 2023 financial year,**
Within the framework of the TCC, the Regulation and the regulations related to the Capital Markets Law, the Financial Statements for 2023, which are submitted to the review of our shareholders at our Company's headquarters, on the Company's website at www.kale.com.tr on the Public Disclosure Platform and on the E-General Assembly System of the Central Registry Agency 3 weeks before the General Assembly meeting, will be submitted to the opinion and approval of our shareholders at the Ordinary General Assembly Meeting.
- 5. Discharge of the Members of the Board of Directors individually to the activities and transactions of the 2023 accounting period,**
In accordance with the provisions of the TCC and the relevant Regulation in force, the discharge of the members of the Board of Directors separately due to their 2023 activities, transactions and accounts will be submitted to the approval of the General Assembly.
- 6. Discussing and deciding on the proposal of the Board of Directors regarding the dividend distribution for the 2023 operating year,**
The proposal of the Board of Directors dated 16.05.2024 and numbered 1956 regarding the dividend distribution for the 2023 profit will be submitted to the opinion and approval of the shareholders. The proposal of the Board of Directors regarding the distribution of dividends for the 2023 accounting period and the proposed Dividend Distribution Table are included in **Annex-2**.
- 7. Discussing and deciding on the election of Board Members and determination of their terms of office,**
The proposal of the Board of Directors dated 16.05.2024 and numbered 1958 regarding the election of members will be submitted to the opinion and approval of the shareholders. The Declarations of Independence and CVs of the Independent Board Member candidates are included in **Annex-5**.
- 8. Discussing and deciding on the membership fees of the members of the board of directors for the 2024 operating year,**
Taking into account the provisions of the TCC and the Company's Articles of Association, the remuneration to be paid to the members of the Board of Directors for 2024 will be determined.
- 9. Providing information about the donations and aids made in the 2023 activity year and discussing and deciding on the donation limit for the 01.01.2024-31.12.2024 activity year,**
In accordance with our Company's Donation and Aid Policy, shareholders will be informed about the amount of donations and aid made in 2023. The proposal of the Board of Directors dated 16.05.2024 and numbered 1955 (**Annex-4**) regarding the donation limit for 2024 will be submitted to the opinion and approval of the shareholders.

10. Discussion and decision of the proposal of the Board of Directors regarding the selection of an independent external audit firm for the audit of the accounts and transactions of the 2024 operating year in accordance with the Turkish Commercial Code and the Capital Markets Law

Taking into account the evaluations made by the Audit Committee regarding the selection of the independent auditor dated 16.05.2024; In order to audit the financial reports of our company for 2024 in accordance with the principles determined in accordance with the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362 and to carry out other activities within the scope of the relevant regulations in the said laws, the decision of the Board of Directors dated 16.05.2024 and numbered 1954 (**Annex-3**) regarding the selection of PwC Independent Audit and Free Accountant Financial Consultancy Joint Stock Company as an independent audit company and the submission of this issue to the approval of our shareholders at the 2023 Ordinary General Assembly Meeting of our Company.

11. Granting permission to the members of the board of directors to carry out the works specified in Articles 395 and 396 of the Turkish Commercial Code,

It is only possible for the members of the Board of Directors to carry out transactions within the framework of Articles 395 titled "Prohibition of Transactions with the Company, Prohibition of Borrowing from the Company" and Article 396 titled "Prohibition of Competition" of the TCC, only with the approval of the General Assembly. In order to fulfill the requirements of these regulations, the issue of granting such permits will be submitted to the approval of our shareholders at the Ordinary General Assembly Meeting.

12. Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges, mortgages given by the Company in favor of third parties in 2023 and the income or benefits obtained from them,

Pursuant to Article 12 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, shareholders will be informed about the guarantees, pledges, mortgages given by our Company in favor of third parties and the income or benefits derived from them.

13. Closing

ANNEX:

ANNEX -1 The financial statements for 2023, the annual report of the board of directors and the independent audit report can be followed from the link below:
<https://www.kale.com.tr/finansal-bilgiler>

ANNEX -2 Dividend Distribution Schedule for the Distribution of 2023 Profit

ANNEX -3 Decision of the Board of Directors on the Selection of the Independent Audit Company for the Audit of the Activities and Transactions of 2024

ANNEX -4 Decision of the Board of Directors regarding the donation limit

ANNEX -5 Declarations of Independence and Resumes of Independent Board Member Candidates

ANNEX -6 Power of Attorney Example

ANNEX-2

With the decision of the Board of Directors dated 16.05.2024 and numbered 1956;

As a result of the examination of the financial statements prepared in accordance with Turkish Accounting Standards and Turkish Financial Reporting Standards (IAS/TFRS) within the scope of the provisions of the Capital Markets Board's Communiqué No. II-14.1 on "Principles Regarding Financial Reporting in the Capital Market" and audited by PWC Independent Auditing and Free Accountant Financial Consultancy A.Ş., and the financial statements according to the provisions of the Tax Procedure Law (VUK); for the period of January 1, 2023 - December 31, 2023, and the inflation accounting practice.

According to the financial reports prepared in accordance with TFRS, there was a net profit for the period of 295,264,310 TL. On the other hand, it has been determined that there is loss for the period in the legal records kept according to the VUK, and since dividends must be distributed according to the lower of the IFRS and VUK accounts in accordance with the legislation, there is no distributable profit for the period in the legal records according to the VUK.

However, within the scope of our company's articles of association and profit distribution policy, our partners will be provided with a gross cash dividend of 100,000,000 TL, corresponding to a gross cash dividend of 0.1942582 TL (net 0.1748323 TL) for each share with a nominal value of 1.- TL, to be covered from the extraordinary reserves in our balance sheet. In accordance with the dividend distribution proposal table prepared for the relevant accounting period, the amount of TL (one hundred million Turkish Liras) will be distributed in cash to the shareholders within the framework of the principles stipulated in the legislation as of 25.06.2024, together with the attached dividend distribution proposal table. It was decided to submit it to the approval of the shareholders for discussion and decision at the Ordinary General Assembly.

Authorization of the Management for the performance of all kinds of works and transactions within the scope of this decision,

The decision was made unanimously by the members attending the meeting.

ANNEX: 2023 Accounting Period Dividend Distribution Recommendation Table

ANNEX -2

KALESERAMİK, ÇANAKKALE KALEBODUR SERAMİK SANAYİ A.Ş.2023 DIVIDEND DISTRIBUTION TABLE (TL)

1.	Paid-in/Issued Capital	514.778.660,51	
2.	General Legal Reserves (According to Legal Records)	36.558.070,12	
	Information on privileges (if any) related to dividend distribution pursuant to the articles of association	No privilege is granted for the distribution of profits.	
		<i>According to the Capital Markets Law</i>	<i>According to the Legal Records</i>
3.	Profit for the Period	378.553.427,00	0,00
4.	Taxes (-)	83.289.117,00	0,00
5.	NET PROFIT FOR THE PERIOD (=)	295.264.310,00	0,00
6.	Losses from Previous Years (-)	1.649.177.285,00	173.484.508,65
7.	General Legal Reserves (-)	0,00	0,00
8.	DISTRIBUTABLE NET PROFIT FOR THE PERIOD	0,00	0,00
9.	Donations within the year	0,00	
10.	Net Distributable Profit for the Period including the Donations	0,00	
11.	First Dividend to Shareholders	100.000.000,00	
	-Cash	100.000.000,00	
	-Bonus Share -	0,00	
	Total	100.000.000,00	
12.	Dividends Distributed to the Holders of Preferred Shares	0,00	
13.	Other Dividends Distributed	0,00	
	-to the Members of the Board of Directors	0,00	
	-to the Employees	0,00	
	-to those other than Shareholders	0,00	
14.	Dividends Distributed to the Holders of Profit Sharing Certificates	0,00	
15.	Second Dividend to Shareholders	0,00	
16.	General Legal Reserves	7.426.106,70	7.426.106,70
17.	Statutory Reserves	0,00	0
18.	Special Reserves	0,00	0
19.	EXTRAORDINARY RESERVES	100.000.000,00	100.000.000,00
20.	Other Resources Required to be Distributed	0	0
	- Profit of the Previous Year	0	
	- Extraordinary Reserves	100.000.000,00	100.000.000,00
	- Other Reserves Distributable pursuant to the Law and Articles of Association	0	0
		0	0

KALESERAMİK, ÇANAKKALE KALEBODUR SERAMİK SANAYİ A.Ş. 2023
Dividend Rates Table

	GROUP	TOTAL DIVIDENDS (TL)	DIVIDEND CORRESPONDING TO A SHARE WITH A NOMINAL VALUE OF TL 1	
			AMOUNT (TL)	RATIO %
GROSS	A	3.342,91	0,1942582	19,42582
	B	11.547.553,73	0,1942582	19,42582
	C	88.449.103,36	0,1942582	19,42582
	TOTAL	100.000.000,00	0,1942582	19,42582
NET	A	3.008,62	0,1748323	17,48323
	B	10.392.798,35	0,1748323	17,48323
	C	79.604.193,02	0,1748323	17,48323
	TOTAL	90.000.000,00	0,1748323	17,48323
RATIO OF DIVIDEND DISTRIBUTED TO NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS				
TOTAL DIVIDENDS DISTRIBUTED (TL)	RATIO OF DIVIDEND DISTRIBUTED TO NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS (%)			
100.000.000,00	-			

ANNEX -3

With the decision of the Board of Directors dated 16.05.2024 and numbered 1954;

Considering the evaluations made by our Company's Audit Committee regarding the election of an independent auditor dated 16/05/2024; In order to audit the financial reports of our company for the 2024 accounting period in accordance with the principles determined in accordance with the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and the relevant legislation, and to carry out other activities within the scope of the relevant regulations in these laws, PwC Independent Audit and Free Accounting Mali Müşavirlik Anonim Şirketi, located at Kılıçalı Paşa Mah, Çözüm Mebusan Cad. No.8 İç Kapı No.301 Beyoğlu/İSTANBUL and registered in the Istanbul Trade Registry Office with the Trade Registry Number 201465, has been selected as the independent audit company and to be submitted to the approval of our shareholders at the General Assembly Meeting,

The decision was made unanimously by the participants in the meeting.

ANNEX -4

With the decision of the Board of Directors dated 16.05.2024 and numbered 1955;

Within the framework of the capital market legislation and the articles of association of our Company; To propose that the upper limit of the total amount of donations to be made by our Company in the 2024 operating year be determined as 20,000,000,- (twenty million Turkish Liras) to be submitted to the approval of the shareholders at the 2023 Ordinary General Assembly of our Company,

The decision was made unanimously by the participants in the meeting.

ANNEX -5

18.04.2024

STATEMENT OF INDEPENDENCE

I hereby agree, represent, and undertake that I read and understood the Corporate Governance Principles under Capital Market Legislation, Articles of Association, and the Capital Markets Board's Corporate Governance Principles attached to the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1; and that I meet all the criteria for Independent Board Membership as specified in principle no. 4.3.6 that is attached herein.

CENGİZ SOLAKOĞLU
SIGNATURE

ANNEX:1 Capital Markets Law

ANNEX:2 "Corporate Governance Communiqué" No. II-17.1 of the Capital Markets Board and the Corporate Governance Principles of the Capital Markets Board attached to it

ANNEX:3 Capital Markets Board, Corporate Governance Principle No. 4.3.6.

"4.3.6- A member of the board of directors who meets all of the following criteria shall be referred to as an "independent member."

- a)** Not to have a relationship in terms of employment at an administrative level to take upon significant duties and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the corporation, companies in which the corporation holds control of management or has significant effect (in determining the control and significant effect, the provisions of TFRS 10 and Turkish Accounting Standards 28 should be referred to, respectively) and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities in which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree (In case that the corporations within the scope of this subparagraph are non-active in the last three accounting periods, there shall not be a violation of the independence criteria. In case the ratio of the turnover/profit before tax obtained from the significant commercial relation is 20% or higher than the total turnover/profit before tax obtained from the same kind of business in respect to any of the candidates for an independent member or any person from the corporation, independence shall be deemed damaged).
- b)** Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duties and responsibilities, or a member of board of directors within the last five years in companies that the corporation purchases from or sells to goods or services at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the period when the corporation purchases or sells services or goods).
- c)** To have professional education, knowledge, and experience to duly fulfill the duties assigned for being an independent board member.
- d)** Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at a university provided that it complies with the relevant legislation.
- e)** To reside in Türkiye as per the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.
- f)** To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interest between the corporation and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders.
- g)** To be able to allocate time for the corporation's business to follow up the activities of the corporation and duly fulfill the allocated duties.
- h)** Not to have acted as a member of the board of directors for more than a term of six years in the last ten years.
- i)** The same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management and in more than five corporations in total which are admitted to trading on the stock exchange.
- j)** Not to be registered and announced as a board member representing a legal entity.

ANNEX -5

18.04.2024

STATEMENT OF INDEPENDENCE

I hereby agree, represent, and undertake that I read and understood the Corporate Governance Principles under Capital Market Legislation, Articles of Association, and the Capital Markets Board's Corporate Governance Principles attached to the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1; and that I meet all the criteria for Independent Board Membership as specified in principle no. 4.3.6 that is attached herein.

FAHRİ OKAN BÖKE
SIGNATURE

ANNEX:1 Capital Markets Law

ANNEX:2 "Corporate Governance Communiqué" No. II-17.1 of the Capital Markets Board and the Corporate Governance Principles of the Capital Markets Board attached to it

ANNEX:3 Capital Markets Board, Corporate Governance Principle No. 4.3.6.

"4.3.6- A member of the board of directors who meets all of the following criteria shall be referred to as an "independent member."

a) Not to have a relationship in terms of employment at an administrative level to take upon significant duties and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the corporation, companies in which the corporation holds control of management or has significant effect (in determining the control and significant effect, the provisions of TFRS 10 and Turkish Accounting Standards 28 should be referred to, respectively) and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities in which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree (In case that the corporations within the scope of this subparagraph are non-active in the last three accounting periods, there shall not be a violation of the independence criteria. In case the ratio of the turnover/profit before tax obtained from the significant commercial relation is 20% or higher than the total turnover/profit before tax obtained from the same kind of business in respect to any of the candidates for an independent member or any person from the corporation, independence shall be deemed damaged).

b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duties and responsibilities, or a member of board of directors within the last five years in companies that the corporation purchases from or sells to goods or services at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the period when the corporation purchases or sells services or goods).

c) To have professional education, knowledge, and experience to duly fulfill the duties assigned for being an independent board member.

d) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at a university provided that it complies with the relevant legislation.

e) To reside in Türkiye as per the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.

f) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interest between the corporation and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders.

g) To be able to allocate time for the corporation's business to follow up the activities of the corporation and duly fulfill the allocated duties.

h) Not to have acted as a member of the board of directors for more than a term of six years in the last ten years.

i) The same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management and in more than five corporations in total which are admitted to trading on the stock exchange.

j) Not to be registered and announced as a board member representing a legal entity.

ANNEX -5

18.04.2024

STATEMENT OF INDEPENDENCE

I hereby agree, represent, and undertake that I read and understood the Corporate Governance Principles under Capital Market Legislation, Articles of Association, and the Capital Markets Board's Corporate Governance Principles attached to the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1; and that I meet all the criteria for Independent Board Membership as specified in principle no. 4.3.6 that is attached herein.

ŞERİFE EBRU DOĞRUOL AYGİL

SIGNATURE

ANNEX:1 Capital Markets Law

ANNEX:2 "Corporate Governance Communiqué" No. II-17.1 of the Capital Markets Board and the Corporate Governance Principles of the Capital Markets Board attached to it

ANNEX:3 Capital Markets Board, Corporate Governance Principle No. 4.3.6.

"4.3.6- A member of the board of directors who meets all of the following criteria shall be referred to as an "independent member."

- a) Not to have a relationship in terms of employment at an administrative level to take upon significant duties and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the corporation, companies in which the corporation holds control of management or has significant effect (in determining the control and significant effect, the provisions of TFRS 10 and Turkish Accounting Standards 28 should be referred to, respectively) and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities in which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree (In case that the corporations within the scope of this subparagraph are non-active in the last three accounting periods, there shall not be a violation of the independence criteria. In case the ratio of the turnover/profit before tax obtained from the significant commercial relation is 20% or higher than the total turnover/profit before tax obtained from the same kind of business in respect to any of the candidates for an independent member or any person from the corporation, independence shall be deemed damaged).
- b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duties and responsibilities, or a member of board of directors within the last five years in companies that the corporation purchases from or sells to goods or services at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the period when the corporation purchases or sells services or goods).
- c) To have professional education, knowledge, and experience to duly fulfill the duties assigned for being an independent board member.
- d) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at a university provided that it complies with the relevant legislation.
- e) To reside in Türkiye as per the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.
- f) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interest between the corporation and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders.
- g) To be able to allocate time for the corporation's business to follow up the activities of the corporation and duly fulfill the allocated duties.
- h) Not to have acted as a member of the board of directors for more than a term of six years in the last ten years.
- i) The same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management and in more than five corporations in total which are admitted to trading on the stock exchange.
- j) Not to be registered and announced as a board member representing a legal entity.

ANNEX -5

16.04.2024

STATEMENT OF INDEPENDENCE

I hereby agree, represent, and undertake that I read and understood the Corporate Governance Principles under Capital Market Legislation, Articles of Association, and the Capital Markets Board's Corporate Governance Principles attached to the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1; and that I meet all the criteria for Independent Board Membership as specified in principle no. 4.3.6 that is attached herein.

ARZU ERDEM

SIGNATURE

ANNEX:1 Capital Markets Law

ANNEX:2 "Corporate Governance Communiqué" No. II-17.1 of the Capital Markets Board and the Corporate Governance Principles of the Capital Markets Board attached to it

ANNEX:3 Capital Markets Board, Corporate Governance Principle No. 4.3.6.

"4.3.6- A member of the board of directors who meets all of the following criteria shall be referred to as an "independent member."

a) Not to have a relationship in terms of employment at an administrative level to take upon significant duties and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the corporation, companies in which the corporation holds control of management or has significant effect (in determining the control and significant effect, the provisions of TFRS 10 and Turkish Accounting Standards 28 should be referred to, respectively) and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities in which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree (In case that the corporations within the scope of this subparagraph are non-active in the last three accounting periods, there shall not be a violation of the independence criteria. In case the ratio of the turnover/profit before tax obtained from the significant commercial relation is 20% or higher than the total turnover/profit before tax obtained from the same kind of business in respect to any of the candidates for an independent member or any person from the corporation, independence shall be deemed damaged).

b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duties and responsibilities, or a member of board of directors within the last five years in companies that the corporation purchases from or sells to goods or services at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the period when the corporation purchases or sells services or goods).

c) To have professional education, knowledge, and experience to duly fulfill the duties assigned for being an independent board member.

d) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at a university provided that it complies with the relevant legislation.

e) To reside in Türkiye as per the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.

f) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interest between the corporation and the shareholders, to have strong ethical standards, professional reputation, and experience to freely take decisions by considering the rights of the stakeholders.

g) To be able to allocate time for the corporation's business to follow up the activities of the corporation and duly fulfill the allocated duties.

h) Not to have acted as a member of the board of directors for more than a term of six years in the last ten years.

i) The same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management and in more than five corporations in total which are admitted to trading on the stock exchange.

j) Not to be registered and announced as a board member representing a legal entity.

RESUME**CENGİZ SOLAKOĞLU**

Cengiz Solakoğlu, born in Erzurum in 1943, graduated from Istanbul Academy of Economic and Commercial Sciences in 1964 and started his business life as a salesperson at Beko Ticaret in 1967. Due to the age limit of 60, he retired from Koç Holding Durable Goods Group President, where he worked for 38 years, in 2004. Solakoğlu served as a Council Member at the Istanbul Chamber of Commerce for three terms (20 years in total), and served as a Board Member at the Istanbul Chamber of Industry for two terms.

Cengiz Solakoğlu, one of the founders of the Turkish Education Volunteers Foundation, served as the Chairman of the Board of Directors of the foundation for a total of 10 years, where he has been on the Board of Directors continuously since its establishment. Solakoğlu received the Civil Society Leader of the Year award from Ekonomist Magazine in 2004. Cengiz Solakoğlu, who founded CS Consultancy firm after his retirement, is currently the Chairman of the Board of Directors of ŞOK Marketler A.Ş., Bizim Toptan A.Ş., Seç Marketler A.Ş. and Kalekim Lyksor, and the Deputy Chairman of Kaleseramik and Zülfikarlar Holding Board of Directors and Board Member at Lila Kağıt A.Ş.

RESUME**FAHRİ OKAN BÖKE**

Fahri Okan Böke, who was born in Istanbul in 1965, completed his undergraduate and master's degree in Industrial Engineering at Texas A&M University.

Böke, who started his career in banking at Citibank New York in 1991, worked in almost every department of the Treasury Department at Interbank between 1993 and 1998. He served as Treasury Manager of Körfezbank between 1998 and 2001, and as Deputy General Manager at TAİB between 2001 and 2004. He served as a partner at OSC Financial Consulting between 2004-2006 and as TSKB Treasury Manager between 2006-2008. Fahri Okan Böke, who was transferred to GFC Menkul Değerler-ODL Securities partnership as General Manager in 2009, served as a market commentator on BloombergHT TV for four years. Böke currently works in asset management at Ceres Financial Consultancy, of which he is the founding partner, and provides consultancy services to important international banks.

RESUME

PROF. DR. ARZU ERDEM

Prof. Dr. Arzu Erdem, who graduated from Istanbul Technical University, Faculty of Architecture as an architect in 1983, completed the "Master's Program" at the Social Sciences Institute of the same university in 1985 and the "Doctorate Program" at the Institute of Science and Technology in 1995.

Arzu Erdem who started her career in 1986 at STFA Yapı Yatırımları A.Ş. as Projects Coordinator, worked as a Visiting Researcher at the University of California, Los Angeles Graduate School of Architecture and Urban Planning in 1991-1992.

Arzu Erdem, who worked as a Research Assistant, Assistant Professor, Associate Professor and Professor at Istanbul Technical University, Faculty of Architecture between 1988 and 2017, served as the Head of the Department of Architecture at the same university between 2012 and 2013.

She served as the Founding Dean of Abdullah Gül University Faculty of Architecture between 2015 and 2017. She retired from Istanbul Technical University Faculty of Architecture in 2017.

After her retirement, she served as Dean of Kadir Has University Faculty of Art and Design and Vice Rector in charge of education between 2017 and 2023.

She currently continues her career as the Dean of İstinye University Faculty of Fine Arts, Design and Architecture and as a Lecturer in the Department of Architecture.

Arzu Erdem has national and international academic and professional research, duties, competition jury memberships, competition projects in which she participated and received awards, professional architectural projects, applications, studies, numerous scientific articles, papers and presentations.

She took part in the Türkiye Science Committee of the International Venice Architecture Biennale between 2013 and 2018. Arzu Erdem, who works and researches on natural life and biodiversity, serves on the boards of Rubicon Foundation (Netherlands) and SEV Foundation, and is a member of the ITU Development Foundation Board of Trustees.

Arzu Erdem served as a Member of the Board of Directors at İş GYO between 2018 and 2024, and during this period, she supported management activities as the Chairman of the Early Detection of Risk Committee and the Member of the Audit Committee.

ÖZGEÇMİŞ

ŞERİFE EBRU DOĞRUOL AYGIL

Ebru Doğruol graduated from Boğaziçi University, Department of Industrial Engineering in 1992 and received her Master of Business Administration degree (EMBA) from Koç University in 2001.

She joined Pfizer in 1994 and took on increasing responsibilities in sales, marketing, strategic planning, business development, finance roles and various global management positions in the Turkey organization.

Since 2009, while maintaining regional (Emerging Markets, China, Developed Markets) and global marketing responsibilities across a wide range of treatment areas and product life cycles, she has established and managed complex organizations, developed strategies and business models, introduced new products, and participated in business development and growth initiatives.

In 2018, she moved to the vaccine group and took global responsibility for many products, including the Covid vaccine.

As of 2021, she has been serving as Vice President of Vaccine Marketing, responsible for Emerging Markets and China.

Before joining Pfizer, she started her career as a manufacturing engineer at Netaş in 1992.

Ebru, who was elected as an Independent Board Member on 23.03.2022 at Kordsa Teknik Tekstil A.Ş. continues to serve at this position.

In addition to her professional duties, she served as a member of Boğaziçi University Industrial Engineering Advisory Board. She still continues her mentorship on different platforms, especially supporting the issues of children's education and equal opportunities for women.

Ebru is the mother of 2 boys.

ANNEX -6Power of Attorney

KALESERAMİK, ÇANAKKALE KALEBODUR CERAMIC INDUSTRY JOINT STOCK COMPANY

At the 2023 Ordinary General Assembly Meeting of Kaleseramik, Çanakkale Kalebodur Seramik Sanayi Anonim Şirketi, which will be held on Monday, 10.06.2024 at 11:00 a.m. at the address of Prof. Ahmet Kemal Aru Sok. No:4 Kaleseramik Building, Beşiktaş District, İstanbul Province, in line with the opinions I have stated below, to be authorized to represent, vote, make proposals and sign the necessary documents,..... I appoint him as a deputy.

Your proxy (*)

Name / Surname / Trade Name :

T.R. Identity Number / Tax Number, Trade Registry and Number and MERSIS number:

(*) For foreign national proxies, it is obligatory to submit the equivalents of the aforementioned information, if any.

A) SCOPE OF POWER OF REPRESENTATION

For sections 1 and 2 given below, the scope of the power of representation should be determined by selecting one of the options (a), (b) or (c).

1. Regarding the issues on the agenda of the General Assembly;

- a. The proxy is authorized to vote in accordance with his own opinion
- b. The proxy is authorized to vote in accordance with the recommendations of the partnership management.
- c. The proxy is authorized to vote in accordance with the instructions set out in the table below.

INSTRUCTIONS:

If option (c) is selected by the shareholder, instructions specific to the agenda item are given by marking one of the options given opposite the relevant general assembly agenda item (acceptance or rejection) and in case the rejection option is selected, specifying the dissenting opinion requested to be written in the general assembly minutes, if any.

Agenda items (*)	Acceptance	Rejection	Dissenting Opinion
1. Opening and election of the Meeting Chairman,			
2. Reading and discussion of the Annual Report of the Board of Directors for the 2023 financial year,			
3. Reading the summary of the Independent Audit Company Report for the 2023 financial year,			
4. Reading, discussing and approving the consolidated CMB and TCC balance sheet and profit and loss accounts for the 2023 financial year,			
5. Discharge of the Members of the Board of Directors individually to the activities and transactions of the 2023 accounting period			
6. Discussing and deciding on the proposal of the Board of Directors regarding the dividend distribution for the 2023 operating year,			
7. Discussing and deciding on the election of Board Members and determination of their terms of office			
8. Discussing and deciding on the membership fees of the members of the board of directors for the 2024 operating year,			
9. Providing information about the donations and aids made in the 2023 activity year and discussing and deciding on the donation limit for the 01.01.2024-31.12.2024 activity year,			
10. Discussing and deciding on the proposal of the Board of Directors regarding the selection of an independent external audit firm for the audit of the accounts and transactions of the 2024 operating year in accordance with the Turkish Commercial Code and the Capital Markets Law,			
11. Granting permission to the members of the board of directors to carry out the works specified in Articles 395 and 396 of the Turkish Commercial Code,			
12. Within the framework of the regulations of the Capital Markets Board, informing the shareholders about the guarantees, pledges and mortgages given by the Company in favor of 3rd parties and the income or benefit they have obtained,			
13. Closing.			

(*) The items on the agenda of the General Assembly shall be listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure proxy voting.

3. Special instruction on other issues that may arise at the General Assembly Meeting and in particular on the exercise of minority rights:

- a. The proxy is authorized to vote in accordance with his/her own opinion
- b. The representative is not authorized to represent in these matters.
- c. The representative is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS:

Special instructions to be given by the shareholder to the proxy, if any, shall be stated here.

B) The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.

1. I hereby approve the representation of my shares detailed below by proxy.

- a) Order and Series (*) :
- b) Number / Group(**) :
- c) Quantity Nominal value :
- ç) Whether it has voting privileges or not:
- d) Bearer-Registered share(*) :
- e) Proportion of total shares/voting rights held by the shareholder (*) This information is not requested for dematerialized shares.

(**) For dematerialized shares, information regarding the group, if any, will be given instead of the number.

FULL NAME or TITLE of SHAREHOLDER(*) :

REPUBLIC OF TÜRKİYE Identity No / Tax No, Trade Registry and Number and MERSIS number:

ADDRESS :

SIGNATURE :

(*) For foreign shareholders, the equivalent of the aforementioned information, if any, must be submitted

(*) For foreign shareholders, it is obligatory to submit the equivalents of the aforementioned information, if any