

# QUA

**QUA GRANITE HAYAL YAPI VE ÜRÜNLERİ  
SANAYİ TİCARET A.Ş.**

**GENERAL ASSEMBLY INFORMATION DOCUMENT**

## **1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY DATED 14 JUNE 2024**

Our Company shall convene its Ordinary General Assembly on Friday, 14 June 2024 at 11:00 a.m. at Liberty Kuşadası Otel, Yavansu Mahallesi 701/1 Sk. No:2 İç Kapı No:201 Kuşadası 09400 Aydın in order to evaluate the activity results of the accounting period of 1 January 2023 – 31 December 2023 and to discuss and resolve on the agenda indicated hereinbelow.

The Financial Tables relating to the accounting period of 1 January 2023 – 31 December 2023, the Independent Audit Report issued in relation to such Financial Tables by the independent audit firm, Nevados Bağımsız Denetim A.Ş. and the Annual Report of the Board of Directors containing the Corporate Governance Compliance Report, Corporate Governance Information Form and the dividend distribution proposal of the Board of Directors, Sustainability Principles Compliance Report and Information Document and its annexes inclusive of the agenda items indicated below as well as the additional disclosures required for compliance with the Capital Markets Board's regulations shall be made available to the examination of Esteemed Shareholders at the Company's Headquarters, the corporate web site of the Company ([www.qua.com.tr](http://www.qua.com.tr)), which can be reached via the Company's official web site ([www.yatirimci.qua.com.tr](http://www.yatirimci.qua.com.tr)), the Public Disclosure Platform and the Electronic General Assembly System, at least three weeks prior to the meeting and within the applicable legal deadline.

Provided that the rights and obligations of our Shareholders, who shall attend the meeting electronically via the Electronic General Assembly System, are reserved, our Shareholders, who shall not be able to attend the meeting in person, are required to issue their proxy documents in accordance with the form set forth hereinbelow or to obtain the form of the proxy from the Company's headquarters or the Company's corporate web site ([www.qua.com.tr](http://www.qua.com.tr)), which can be reached via the Company's official web site ([www.yatirimci.qua.com.tr](http://www.yatirimci.qua.com.tr)) and submit to the Company their proxies bearing their notarized signatures upon fulfilling the relevant requirements under the "Communiqué No: II-30.1 on Voting by Proxy and Public Call for Collecting Proxies" published in the Official Gazette dated 24.12.2013 No: 28861 as well. Proxies appointed electronically via the Electronic General Assembly System are not required to submit a proxy document. Due to our legal liability, proxy documents which do not comply with the form stipulated under the aforementioned Communiqué and included hereinbelow shall under no circumstances be accepted.

Real person shareholders who shall be attending the meeting in person and the proxies appointed via the Electronic General Assembly System shall submit their identity documents, proxies of real person shareholders shall submit their proxy documents together with their identity documents and representatives of legal entity shareholders shall submit their proxy documents along with their identity documents.

Our shareholders who shall be attending the meeting electronically via the Electronic General Assembly System and their proxies may enter the corporate web site of the Central Registration Agency at [www.mkk.com.tr](http://www.mkk.com.tr) for obtaining information on procedures and principles applicable to attendance, appointment of proxy, making proposals, declaring opinions and voting.

Pursuant to Article 415, paragraph 4 of the Turkish Commercial Code No: 6102 and Article 30, paragraph 1 of the Capital Markets Law, the rights to attend the General Assembly and vote are not conditional upon the depositing of shares. Within this framework, should they wish to attend the General Assembly, our Shareholders are not required to deposit their shares.

Provided that the rules governing electronic voting of the Agenda items shall be reserved, voting during the Ordinary General Assembly shall take place as open vote by show of hands.

Pursuant to the Law No: 6698 Regarding the Protection of Personal Data, you may find the detailed information on the processing of your personal data by the Company in the Privacy Notice for Protection of Personal Data Concerning Investor Relations Processes, which is disclosed to the public on <https://sustainability.qua.com.tr/detail/kvkk-policy>. In accordance with the provisions of the Capital Markets Law, no additional notification via registered mail shall be made to the Shareholders for the registered shares that are traded at the stock exchange.

Respectfully submitted for the consideration of our Esteemed Shareholders.

**QUA GRANITE HAYAL YAPI VE ÜRÜNLERİ SANAYİ TİCARET A.Ş.  
INFORMATION DOCUMENT OF THE ORDINARY GENERAL ASSEMBLY**

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**QUA GRANITE HAYAL YAPI VE ÜRÜNLERİ SANAYİ TİCARET A.Ş.**

Company's Headquarter address: Cumhuriyet Mah. 1955 Sokak. No:1/11 Efeler / Aydın / Türkiye  
Facility address: Söke OSB Mahallesi 4. Sokak No:1 Söke / Aydın / Türkiye  
Registry and Registration Number: Aydın – 19157-Efeler  
Mersis No: 0460046761800013

## 2. OUR ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF THE CMB LEGISLATION

From among the additional disclosures that are required to be made under the CMB's "Communiqué on the Determination and Implementation of Corporate Governance Principles (No: II-17.1)", those relating to the Agenda items are included below under the respective Agenda items and the remaining mandatory disclosures are submitted for your consideration in this section.

### 2.1 Shareholding Structure and Voting Rights

The total number of shares and voting rights reflecting the shareholding structure of the Company as of the date of announcement of this Information Note, the number of shares and voting rights representing each privileged share group, if there are privileged shares in the share capital, and the nature of the privileges are presented below:

The issued capital of the Company is TL 2,640,000,000, all of which has been fully paid in free of collusion, and the upper limit of the authorised capital is TL 15,000,000,000. This capital is divided into 2,640,000,000,000 shares with a value of 1 (one) Turkish Lira each, of which 462,000,000 are registered Group A shares and 2,178,000,000,000 are bearer Group B shares. Group A shares have the privilege to nominate candidates for the board of directors and to vote in the general assembly, provided that the total of Group A shares represents at least 10% (including 10%) of the Company's issued capital.

Group B shares do not have privileges. The privileges of the privileged shares are specified in the relevant parts of the Articles of Association. In the event that the ratio represented by the total of Group A shares in the issued capital of the Company falls below the 10% limit, the above-mentioned privilege of nominating candidates to the board of directors and voting in the general assembly will automatically cease to exist as of the moment the legal transaction leading to this situation is realised. Furthermore, in the first general assembly meeting to be held upon the realisation of this situation, these articles of association will be amended and share groups and references to share groups will be removed.

According to Article 10 titled "General Assembly" of the Company's Articles of Association regarding the exercise of voting rights, each Group A share entitles its holder to 5 (five) votes. Each Group B share entitles its holder to 1 (one) vote. The right to attend and vote at the General Assembly shall not be conditional upon the shareholder depositing the documents proving that he/she is a shareholder or share certificates with the Company, a credit institution or any other place.

Shareholders present at the Ordinary and Extraordinary General Assembly meetings shall exercise their voting rights in proportion to the nominal value of their total shares. The voting rights of our shareholders, taking into account the privileged shares, are presented for your information in the table below:

Shareholder	Class of Shares	Capital Amount (TL)	Capital Share (%)	Voting Rights	Voting Rights Ratio
Ali Ercan	A	0	29,75%	0	0,00%
	B	785.443.276		785.443.276	17,50%
Q Yatırım Holding A.Ş.*	A	462.000.000	37,90%	2.310.000.000	51,47%
	B	538.646.251		538.646.251	12,00%
Publicly Held	B	853.910.473	32,35%	853.910.473	19,03%
<b>TOTAL</b>	<b>A+B</b>	<b>2.640.000.000</b>	<b>100,00%</b>	<b>4.488.000.000</b>	<b>100,00%</b>

\* Ali Ercan is the 100% shareholder of Q Yatırım Holding.

**2.2 Information on the Shareholders' Requests of Adding Items to the Agenda:**

In the course of preparing the Agenda of the Ordinary General Assembly to be held on 14 June 2024 pertaining to the accounting period of 1 January 2023 – 31 December 2023, the Company's shareholders have not submitted any written request to the Investors Relations Department relating to any matter they wished to be included in the Agenda as an item.

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

There is no change in management and activity of our company that would significantly affect the activities of our company that took place in the previous fiscal period or planned for the upcoming fiscal periods. Such situations are announced to the public through special case statements, and such statements can be accessed at <http://www.qua.com/tr/duyurular/ozel-durum-aciklamalari>.

**2.4 If the agenda of the general shareholders' meeting includes dismissal, replacement or election of board members, the grounds for dismissal and replacement, the backgrounds of the persons whose candidacy for board membership has been submitted to the partnership, the duties they have carried out in the last ten years and the reasons for their resignation, the nature and materiality level of their relationship with the partnership and its related parties, whether they have the qualifications of independence, and information on similar issues that may affect the activities of the partnership in case these persons are elected as board members:**

The agenda of the meeting includes the determination of the number, term of office and election of the members of the Board of Directors, and the CVs of the candidates and the declarations of independence of the independent candidates are attached hereto.

**2.5 In case there is an amendment to the articles of association on the agenda, the old and new versions of the amendments to the articles of association together with the relevant board resolution:**

There is no amendment to the Articles of Association on the agenda of the meeting, and the Company's "Articles of Association" and "General Assembly Internal Directive" are available on the website [www.qua.com.tr](http://www.qua.com.tr).

**3. OUR DISCLOSURES RELATING TO THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY**

**1. Opening and Election of the Meeting's Chairperson and authorization of the Meeting Chairmanship to sign the Minutes of the General Assembly Meeting , documents forming the basis of the minutes and other documents,**

The Chairperson who will preside the General Assembly is elected pursuant to the provisions of the Turkish Commercial Code No: 6102 (the “TCC”), the Regulation on the Procedures and Principles Applicable to General Assemblies of Joint Stock Companies and the Representatives of the T.C. Ministry of Customs and Commerce Who Will Attend Such Meetings (the “Regulation” or the “General Assembly Regulation”) and Article 7 of the Internal Directive on General Assemblies. In accordance with the Internal Directive on General Assemblies, the Chairperson shall appoint at least one Secretary to keep the minutes and sufficient number of Vote Collectors.

**2. Reading and discussion of the Annual Report prepared by the Company's Board of Directors for the accounting period of 2023,**

Information shall be provided on the Annual Report pertaining to the accounting period of 1 January 2023 – 31 December 2023, which, in accordance with the TCC, the Regulation and the relevant regulations under the Capital Markets Law is to be submitted to our shareholders' examination for three weeks prior to the date of the General Assembly at our Company's Headquarters, the Electronic General Assembly portal of the Central Registration Agency and our Company's corporate web site ([www.qua.com.tr](http://www.qua.com.tr)) that is accessible via our official web site ([www.yatirimci.qua.com.tr](http://www.yatirimci.qua.com.tr)), and the Annual Report shall be submitted for the consideration and to the approval of our shareholders.

**3. Reading of the Independent Audit Report Summary for the accounting period 2023**

Summary of the Independent Audit Report prepared under the TCC and the Capital Markets Board regulations, a copy of which is submitted to our shareholders' consideration for three weeks prior to the date of the General Assembly at our Company's Headquarters, the Electronic General Assembly portal of the Central Registration Agency and our Company's corporate web site ([www.qua.com.tr](http://www.qua.com.tr)) that is accessible via our official web site ([www.yatirimci.qua.com.tr](http://www.yatirimci.qua.com.tr)), shall be submitted to the information of the General Assembly.

**4. Reading, discussion and approval of the Financial Statements relating to the accounting period of 2023,**

Our financial statements which, in accordance with the TCC, the Regulation and the relevant regulations under the Capital Markets Law, are to be submitted to our shareholders' examination at least for three weeks prior to the date of the General Assembly at our Company's Headquarters, the Electronic General Assembly portal of the Central Registration Agency and our Company's corporate web site ([www.qua.com.tr](http://www.qua.com.tr)) that is accessible via our official web site ([www.yatirimci.qua.com.tr](http://www.yatirimci.qua.com.tr)), shall be submitted for consideration and to the approval of our shareholders.

**5. Release of the Board of Directors' members separately and individually from their liabilities with respect to their activities within the Company's accounting period of 2023,**

In accordance with the provisions of the TCC and the Regulation, release of the Board members from their liabilities in respect of their activities, transactions and accounts within the accounting period of 1 January 2023 – 31 December 2023, shall be submitted to the approval of the General Assembly separately for each Board member.

**6. Discussing, approval, approval via amending or refusal of the Board of Directors' proposal prepared within the framework of the Dividend Distribution Policy on the determination of the manner of utilization and distribution of the profit for the accounting period of 1 January 2023 – 31 December 2023, the applicable dividend distribution ratios and the date of dividend distribution**

Qua Granite Hayal Yapı ve Ürünleri Sanayi Ticaret Anonim Şirketi recorded TRY 419.432.282 net profit attributable to equity holders of the parent company in the 2023 accounting period according to the consolidated financial statements prepared within the framework of the "Communiqué on Principles of Financial Reporting in the Capital Markets" numbered II.14.1 of the Capital Markets Board ("CMB") and in accordance with the formats determined by the Public Oversight Accounting and Auditing Standards Authority ("KGK") and CMB based on the Turkish Financial Reporting Standards put into effect by the KGK and audited by Nevados Bağımsız Denetim AŞ; and a net loss of TL 102.420.082,72 in its statutory financial statements prepared in accordance with the relevant provisions of the Tax Procedure Law No. 213 ("TPL").

Accordingly, the Company's Board of Directors who attended the meeting unanimously has made the following decision on 21.05.2024:

To submit the proposal that no profit distribution could be made due to the net loss recorded in the Company's statutory financial statements to the approval of the shareholders at the 2023 Annual General Assembly.

The table demonstrating our dividend distribution proposal is attached hereto as ANNEX.

**7. Re-election of the members of the Board of Directors whose terms of office have expired, determination of their terms of office, and presentation of information about the candidates,**

In accordance with the Turkish Commercial Code, Capital Markets Law and other relevant legislation and our articles of association; the election of the board of directors to consist of a total of 5 (five) members, 2 (two) of which are independent members, and the election of board member candidates Ali ERCAN (3 years), Yavuz ARICAN (3 years), Altuğ DAYIOĞLU (3 years), Tijen AKDOĞAN ÜNVER (Independent 3 years) and Nezih KIRIMLI (Independent 3 years), whose resumes (independence declarations of independent members) are attached hereto, will be submitted to the approval of the general assembly.

**8. Determination of the salaries and other rights of Board of Directors' Members such as attendance fees, bonuses and premiums,**

The monthly remuneration of the members of the Board of Directors for the year 2024 will be determined by taking into consideration the recommendations of the Corporate Governance Committee within the framework of the provisions of the relevant legislation of the Capital Markets Board, the provisions of the TCC and the Regulation and the principles set forth in our Articles of Association and our remuneration policy.

**9. Discussing and submitting for approval the Independent Audit Firm appointed by the Board of Directors as the Company's auditor in accordance with the Communiqué on Independent Auditing Standards in Capital Markets published by the Capital Markets Board and the Turkish Commercial Code No. 6102, for the fiscal period 01.01.2024 - 31.12.2024,**

In accordance with the TCC and the principles stipulated under the Capital Markets Board's Communiqué on Independent Audit Standards in Capital Markets and upon consultation with our Audit Committee, our Board of Directors has selected Nevados Bağımsız Denetim A.Ş. as the firm that will audit the financial reports of our Company within the accounting period of 1 January 2024 – 31 December 2024 and to carry out the other activities within the scope of the aforementioned legislation and this selection shall be submitted for the approval of the General Assembly.

**10. Informing the shareholders on the donations made by the Company within the accounting**

**period of 2023, and determination of an upper limit for the donations to be made within the accounting period of 2024 in accordance with the Capital Markets Law and the Capital Markets Board's Dividend Communiqué numbered (II-19.1),**

In accordance with Article 6 of the Dividends Communiqué No: II-19.1 of the Capital Markets Board, the donations and aids made within the accounting period of 1 January 2023 – 31 December 2023 must be submitted to the information of the shareholders during the Ordinary General Assembly.

Aggregate amount of the donations and aids made by the Company within the accounting period of 1 January 2023 – 31 December 2023 is TRY 1,933,645.

Pursuant to Article 6 of the Dividends Communiqué No: II-19.1 of the Capital Markets Board, unless specified in the Articles of Association, the limit of the donations and aids to be made must be determined by the General Assembly. Within this framework, the limit of the donations and aids to be made within the accounting period of 1 January 2024 – 31 December 2024 shall be determined by the General Assembly.

The Board of Directors resolved that the upper limit of donations and aids to be granted during the accounting period between 1 January 2024 – 31 December 2024 shall be proposed to the Shareholders' General Assembly as TRY 10,000,000.

**11. Informing the shareholders about the transactions carried out with related parties during the activity year,**

"Transactions and Balances with Related Parties" in Article 26 of the "Consolidated Financial Statements and Independent Auditor's Report", "Asset and service purchase and sale transactions" and "Common and continuous transactions" carried out in accordance with the Capital Markets legislation will be presented to the General Assembly for information.

**12. Informing the shareholders on the securities, pledges, collaterals and mortgages granted to third parties within the accounting period of 1 January 2023 – 31 December 2023 in accordance with the Capital Markets Board regulations and the revenues or benefits obtained in connection therewith,**

Pursuant to Article 12 of the Corporate Governance Communiqué No: II-17.1 of the Capital Markets Board, securities, pledges, collaterals and mortgages granted to third parties by our Company and/or its subsidiaries and the revenues or benefits obtained as a result thereof must be included as a separate item in the General Assembly's agenda. Accordingly, these issues are covered by footnote no: 14 of our Financial Statements related to the accounting period of 1 January 2023 – 31 December 2023.

**13. Granting authority to the members of the Board of Directors in accordance with sections 395 and 396 of the Turkish Commercial Code No. 6102, and informing the shareholders on the transactions carried out during the accounting period between 1 January 2023 – 31 December 2023, in accordance with the mandatory principle 1.3.6 of the Corporate Governance Communiqué as promulgated by the Capital Markets Board,**

The members of the Board of Directors can do business as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on doing Business with the Company and Borrowing from the Company only with the approval of the General Assembly.

Pursuant to the Capital Markets Board mandatory Corporate Governance Principle No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, board members, senior management and their relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in

another company. Information about said transactions must be included as a separate item on the agenda and recorded into the minutes of the General Assembly.

In order to fulfil requirements set forth by these regulations, giving said permission, shall be presented for approval of our shareholders at the General Assembly. Furthermore, our shareholders shall be informed regarding transactions made in this nature during the year, and some of the shareholders who have control of the management, members of the board of directors, managers who have administrative responsibility and their spouse and relatives, up to second degree, by blood and by marriage; serve as member of the board of directors, at some other Ercan Group companies, including those which have similar field of operations, with our Company. In 2023, there has not been any significant transaction which requires providing information within the scope of the principle number 1.3.6 of the Communiqué on Corporate Governance.

**14. Wishes and requests.**

The list of candidates for the Board of Directors and their backgrounds for the Ordinary General Assembly Meeting to be held on 14 June 2024 are as follows, and Ms. Tijen Akdoğan Ünver and Mr. Nezih Kırımlı are Independent Board of Directors candidates. If all candidates are elected, there is no situation that may adversely affect the Company's activities.

#### **Ali Ercan**

Ali Ercan was born on 06.02.1986 in Konya. After completing his high school education at TED Ankara College Foundation Private High School, he graduated from University of Leicester, Department of Business Administration in 2007. After returning to Turkey, he has taken several roles both in family companies and those he owns, such as general manager, board member, vice chairperson of the board of directors and chairperson of the board of directors in fields of activity such as ceramics, tourism, mining, and trade. With his high level knowledge and experience about ceramics, granite production and financial management, Ali Ercan has served as a founding member in various non-governmental organizations. Having launched many projects in real estate development, e-commerce, construction, ceramics, tourism and industry, Ali Ercan has been serving as the chairperson of board of directors and the controlling shareholder since 28/08/2016.

#### **Yavuz Arıcan**

Yavuz Arıcan was born in Diyarbakır on 16.11.1968 and graduated from Middle East Technical University, Department of Metallurgical Engineering in 1992. He served as production chief at Söğüt Seramik between 1995-1998, as production chief and deputy manager at Ege Seramik between 1998-2004, as production manager at Graniser Seramik between 2004-2006, and as production manager at Hitit Seramik factory between 2006-2007 and production manager and factory director at Bien Seramik and İhraççı, among the companies of Ercan Family. With his high level of knowledge and experience in the production management and techniques, Yavuz Arıcan continues to serve as Vice Chairperson of Board of Directors and General Manager.

#### **Altuğ Dayıoğlu**

Altuğ Dayıoğlu, who started his career as a Treasury Specialist at the General Directorate of Foreign Economic Relations of the Undersecretariat of Treasury in 2000, moved to the private sector in 2005 and continued his career at İş Portföy Yönetimi A.Ş. and TEB Portföy Yönetimi A.Ş. until 2012 in the field of fund management. He worked as Asset Management Group Manager in Odeabank Retail Banking department between 2012 and 2016, and as Deputy General Manager at Ata Portföy Yönetimi A.Ş. in 2017, and as General Manager at Ünlü Portföy Yönetimi A.Ş. between 2018 and 2022. Dayıoğlu, who started to work at Bordier Bank in Switzerland as of April 2022, returned to Turkey and assumed responsibilities within the Group Companies as of September 2023. Dayıoğlu graduated from the Economics department of Ankara University Faculty of Political Sciences in 1999. He also received a master's degree (MSc.) in Finance field from Durham University Business School, where he attended with a Chevening Scholarship, in 2004, and an MBA degree from Warwick Business School in 2016. He has CMB licenses and the FRM certificate given through exams by the Global Association of Risk Professionals (GARP).

#### **Tijen Akdoğan Ünver - Independent Board Member Candidate**

Ms. Ünver has 32 years of experience in her professional career. After working 22 years as a senior director in one of Turkey's leading banks, she spent the last 10 years of her career as the CEO and the Board Member of VDF group, a JV company of Volkswagen Financial Services AG and Dogus Otomotiv. She has extensive experience working for companies that are under the control of regulatory bodies. She augmented her career as a C-Level professional and an executive Board Member in an international company. Apart from her management experience she played leading roles in establishing VDF Operational Fleet company, M&A activities, Dealer and Distributor Management, Risk Management, Credit Assessment, Digital

Transformation and AI-based projects and Salesforce CRM implementation. Between 2011-2021 October, Ünver, was the CEO and Board member of VDF Group companies, including VDF Finance Inc., VDF Factoring Inc., VDF Insurance Inc. and VDF Operational Fleet Inc. During her tenure, total asset size increased from 1 billion TRY to 12 billion TRY with profitability going up from 9 million TRY to 360 TRY with 330 employees. After establishing VDF Operational Fleet Inc., she led the transformation of the company to a major player over 5 years. She also led the acquisition and merger of Scania Finance Inc. in 2013 and MAN Finance Inc. in 2014. Digital transformation of group companies, including mobile applications, Robotic Processes Automation, AI-based projects, Salesforce CRM, end-to-end digitalized finance and insurance products were completed under her stewardship. Specifically, in 2013, VDF Turkey was the first country to implement a mobile application among 52 countries of Volkswagen Financial Services worldwide. This achievement was awarded with a gold medal for innovation. Between 2001 and 2011, after working 1,5 years as Branch Manager she was promoted to Regional Director at Garanti Bank, one of the largest banks in Turkey. She managed the largest region of the bank in terms of volume with a team of 500 people. Ünver started her career as Management Trainee at Pamukbank in 1989, moved to Bank Ekspres as Portfolio Manager in 1993, and then promoted to Marketing and Sales Manager in 1996. Between 1997-2001 she worked at Ottoman Bank as Department Head for Corporate, Commercial and SME and Retail Banking. She was one of the founding Board Members of Financial Institutions Association ("FKB") in 2012 and served as a member of the Board of Directors between 2012 and 2021. Ünver is among the first mentee group of Women on Board, Turkey. She has ranked among the top 15 in "The Most Powerful 50 Women CEOs List of Economist & Capital Magazines over the last 5 years. Tijen Akdogan Ünver graduated from Boğaziçi University, Department of Economics in 1989. She has a certificate of INSEAD, Leading Digital Marketing Strategy Program. She also has an Adler Central Europe Professional Coaching Certificate and Women on Board, Turkey, Independent Board Member Program Certificate.

#### **Nezih Kırımlı - Independent Board Member Candidate**

Nezih Kırımlı was born in Safranbolu in 1985. He completed his primary, secondary and high school education at TED Karabük College. Later, he graduated from Dokuz Eylül University, Department of Business Administration. He started his business life in the Iron and Steel sector in 2007. He completed his Executive MBA education at Sabancı University and Columbia University between 2018-2020. In 2011, he joined Kibar Dış Ticaret within Kibar Holding. He currently serves as Kibar Holding's Trade Director and manages the foreign trade processes of 85 countries to which exports are made and the trade volume in Turkey's domestic market. Nezih Kırımlı, who speaks English, Spanish and German, is married and has two children, is a board member of TED Karabük College Alumni Association, a member of Fenerbahçe 1907 Association and Fenerbahçe Congress.

18 Nisan 2024

### Declaration of Independency

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Qua Granite Hayal Yapı ve Ürünleri Sanayi Ticaret A.S. (“**Company**”) under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board’s (“**CMB**”) Communiqué on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders.
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided.
- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member.
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations.
- e) I am deemed to be resident in Turkey according to Income Tax Law No.193 dated 31.12.1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders.
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities.
- h) I have not been on the board of the Company for more than six years within last ten years.
- i) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul in total.
- j) I am not registered in the name of any legal entity elected as a board member.

TİJEN AKDOĞAN ÜNVER

18 Nisan 2024

### Declaration of Independency

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Qua Granite Hayal Yapı ve Ürünleri Sanayi Ticaret A.S. (“**Company**”) under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board’s (“**CMB**”) Communiqué on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders.
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided.
- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member.
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations.
- e) I am deemed to be resident in Turkey according to Income Tax Law No.193 dated 31.12.1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders.
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities.
- h) I have not been on the board of the Company for more than six years within last ten years.
- i) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul in total.
- j) I am not registered in the name of any legal entity elected as a board member.

NEZİH KIRIMLI

<b>QUA GRANITE HAYAL YAPI VE ÜRÜNLERİ SANAYİ TİCARET A.Ş.</b>			
<b>2023 Dividend Distribution Proposal Table (TL)</b>			
<b>1</b>	<b>Paid in Capital/Issued Capital</b>	<b>2.640.000.000</b>	
<b>2</b>	<b>Total Legal Reserves (According to Statutory Income Statements)*</b>	<b>48.000.000</b>	
<b>Information on privileges in profit distribution if any in the Articles of Association</b>			There is no privileged share group in the profit
<b>3</b>	<b>Current Period Profit</b>	<b>-664.512.219,00</b>	<b>-102.420.082,72</b>
<b>4</b>	<b>Taxes Payable ( - )</b>	<b>1.083.944.501,00</b>	<b>0</b>
<b>5</b>	<b>Net Current Period Profit =</b>	<b>419.432.282,00</b>	<b>-102.420.082,72</b>
<b>6</b>	<b>Losses in Previous Years (-)</b>	<b>0</b>	<b>0</b>
<b>7</b>	<b>Primary Legal Reserves (-)</b>	<b>0</b>	<b>0</b>
<b>8</b>	<b>NET DISTRIBUTABLE CURRENT PERIOD (=)</b>	<b>419.432.282</b>	<b>-102.420.082,72</b>
<b>9</b>	<b>Donations Made during the Year (+) (**)</b>	<b>1.933.645</b>	
<b>10</b>	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated</b>	<b>421.365.927</b>	
<b>11</b>	<b>First Dividend for Shareholders</b>		
	- Cash		
	- Stock		
	- Total		
<b>12</b>	<b>Dividend Distributed to Owners of Privileged Shares</b>		
<b>13</b>	<b>Other Dividend Distributed</b>		
	- To the Members of the Board of Directors		
	- To the Employees		
	- To None Shareholders		
<b>14</b>	<b>Dividend to Owners of Redeemed Shares</b>		
<b>15</b>	<b>Second Dividend for Shareholders</b>		
<b>16</b>	<b>General Legal Reserves</b>		
<b>17</b>	<b>Statutory Reserves</b>		
<b>18</b>	<b>Special Reserves</b>		
<b>19</b>	<b>EXTRAORDINARY RESERVES</b>		
<b>20</b>	<b>Other Distributable Resources</b>		
	- Retained Earnings		
	- Retained Earnings		
	- Other distributable reserves in accordance with the Law and the Articles of Association		
	- Legal Reserves From Other Distributable Resources		

(\*) The amount is the nominal general legal reserves amount, and there is an inflation adjustment difference of TL 61.727.451,45 regarding the legal reserves in the records prepared in accordance with the Tax Procedure Law after the inflation accounting application.

(\*\*) 28.12.2023 dated, the consolidated donation amount calculated in accordance with the Turkish Financial Reporting Standards in accordance with the Resolution on the application of inflation accounting is stated.

**QUA GRANITE HAYAL YAPI VE ÜRÜNLERİ SANAYİ TİCARET A.Ş.**  
**INFORMATION DOCUMENT OF THE ORDINARY GENERAL ASSEMBLY**

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<b>2023 Dividend Distribution Proposal Table (TL)</b>						
	<b>SHARE GROUP</b>	<b>DIVIDEND AMOUNT</b>		<b>TOTAL DIVIDEND AMOUNT (TL)/ NET DISTRIBUTABLE CURRENT PERIOD PROFIT</b>	<b>DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL</b>	
		<b>CASH (TL)</b>	<b>STOCK (TL)</b>		<b>RATE (%)</b>	<b>AMOUNT (TL)</b>
<b>NET</b>	<b>A</b>	0	0	0	0	0
	<b>B</b>	0	0	0	0	0
	<b>TOTAL</b>	0	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>