



## **General Assembly of Nuh Çimento Industrial Inc. Internal Directive on Working Principles and Procedures**

### **FIRST PART**

#### **Purpose, Scope, Basis, and Definitions**

##### **Purpose and scope**

**ARTICLE 1-** The purpose of this Internal Directive; The working principles and procedures of the general assembly of Nuh Çimento Industrial Inc. are determined in accordance with the provisions of the Law, relevant legislation and articles of association. This Internal Directive covers all ordinary and extraordinary general assembly meetings of Nuh Çimento Industrial Inc.

##### **Rest**

**ARTICLE 2-** This Internal Directive has been prepared by the Board of Directors in accordance with the provisions of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to Attend These Meetings.

##### **Definitions**

**ARTICLE 3-** In this Internal Directive;

- a) Meeting: One-day meeting of the general assembly,
- b) Law: Turkish Commercial Code dated 13/1/2011 and numbered 6102,
- c) Session: Each of the parts of each meeting that are interrupted due to rest, lunch break and similar reasons,
- ç) Meeting: Ordinary and extraordinary general assembly meetings,
- d) Meeting chairmanship: The board consisting of the chairman of the meeting elected by the general assembly to manage the meeting in accordance with the first paragraph of Article 419 of the Law, the vice chairman of the meeting elected by the general assembly if necessary, the minutes clerk determined by the chairman of the meeting, and a vote collector if the chairman deems necessary,
- e) Company: Refers to Nuh Çimento Industrial Inc.

### **SECOND PART**

#### **Working Procedures and Principles of the General Assembly**

##### **Provisions to be complied with**

**ARTICLE 4 – The** meeting is held in accordance with the provisions of the Law, the relevant legislation and the articles of association regarding the general assembly.



### **Entrance to the meeting place and preparations**

**ARTICLE 5** – (1) Shareholders or their representatives registered in the list of attendees drawn up by the board of directors, members of the board of directors, auditor if any, Ministry representative if assigned, and persons to be elected or assigned to the meeting chairmanship may enter the meeting place. Company executives, employees and shareholders may attend the General Assembly Meetings, If the Board of Directors deems it appropriate, members of the press may also participate.

(2) At the entrance to the meeting place, real person shareholders and representatives appointed from the electronic general assembly system established in accordance with Article 1527 of the Law must show their identity, real person shareholders' representatives must show their identity cards together with their representation documents, and legal entity shareholders' representatives must present their authorization documents. and thus sign the places shown for them in the list of attendees. Said control transactions are carried out by the board of directors or by one or more members of the board of directors, or by the person or persons appointed by the board of directors.

(3) Duties regarding the preparation of the meeting place to accommodate all the shareholders, and the keeping of stationery, documents, tools and equipment that will be needed during the meeting, are carried out by the Board of Directors. General Assembly Meetings can be recorded with audio or video or both audio and video if the Board of Directors deems it necessary.

### **Opening the meeting**

**ARTICLE 6** – The meeting is held by the chairman or vice chairman of the board of directors or one of the board members at the place where the company headquarters is located or at the company's factory in Hereke at the pre-announced time (the provisions of the uninvited meeting specified in Article 416 of the Law are reserved). It is opened when it is determined with a report that the quorums specified in the articles are met.

### **Establishment of the meeting chairmanship**

**ARTICLE 7-** (1) In accordance with the provisions of Article 6 of this Internal Directive, a chairman who will be responsible for the management of the general assembly and who is not obliged to be a shareholder, and a vice-chairman, if necessary, shall be elected among the candidates first proposed under the management of the person who opened the meeting.

(2) At least one minute clerk and, if necessary, sufficient number of vote collectors are appointed by the President. Experts may be appointed by the chairman of the meeting in order to carry out the technical procedures related to the Electronic General Assembly during the meeting.

(3) The chairmanship of the meeting is authorized to sign the meeting minutes and other documents that form the basis of this minute.



(4) The chairman of the meeting acts in accordance with the Law, the articles of association and the provisions of this Internal Directive while managing the general assembly meeting.

### **Duties and powers of the meeting chairmanship**

**ARTICLE 8 – The meeting presidency performs the following duties under the chairmanship:**

a) To examine whether the meeting is held at the address shown in the announcement and if it is specified in the articles of association, whether the meeting place is suitable for this.

b) Whether the general assembly was called to the meeting as indicated in the articles of association, with the announcement published on the company's website and the Turkish Trade Registry Gazette, whether this call was made at least two weeks before the meeting date, excluding the announcement and meeting days, to the shareholders written in the share book. To examine whether the shareholders, who have informed the address of the company by giving share certificates or documents proving their ownership, in advance, whether the agenda and the newspapers in which the announcement is or will be published are notified by registered mail with return receipt, and to record this situation in the meeting minutes.

c) To check whether those who are not authorized to enter the meeting place enter the meeting and whether the duties stipulated in the second paragraph of Article 5 of this Internal Directive regarding the entrance to the meeting place are fulfilled by the board of directors.

ç) To examine whether all of the shareholders or their representatives are present in the event that the General Assembly convenes without an invitation pursuant to Article 416 of the Law, whether there is an objection to the meeting being held in this way, and whether the quorum is maintained until the end of the meeting.

d) If an amendment has been made, the articles of association including the amendments, the share register, the annual report of the board of directors, the auditor's reports, the financial statements, the agenda, the draft amendment prepared by the board of directors if there is a change in the agenda, the amendment of the articles of association is subject to the permission of the Ministry of Customs and Trade. to determine whether the letter of permission received from the Ministry and its annexed amendment draft, the list of attendees drawn up by the board of directors, the postponement report of the previous meeting if the general assembly was called upon adjournment, and other necessary documents regarding the meeting, are present in the meeting place and report this situation in the meeting minutes. to indicate.

e) To check the identity of those who attended the general assembly in person or by representation by signing the list of attendees, upon objection or necessity, and to check the accuracy of the representation documents.

f) To determine whether the executive members and at least one member of the board of directors are present at the meeting and to indicate this situation in the meeting minutes.



g) To manage the work of the general assembly within the framework of the agenda, to prevent going out of the agenda except for the exceptions specified in the Law, to ensure the meeting order and to take the necessary measures for this.

ğ) Opening and closing meetings and sessions and closing the meeting.

h) To read or have the general assembly read the resolutions, drafts, minutes, reports, proposals and similar documents related to the negotiated issues and to give the floor to those who want to talk about them.

1) To have voting on the decisions to be taken by the General Assembly and to report the results.

i) To monitor whether the minimum quorum for the meeting is maintained at the beginning, during and at the end of the meeting, and whether the decisions are taken in accordance with the quorums stipulated in the Law and the articles of association.

j) To explain to the general assembly the notifications made by the representatives specified in Article 428 of the Law.

k) Pursuant to Article 436 of the Law, to prevent those who are deprived of the right to vote from voting in the decisions specified in the said article, to observe any restrictions on voting rights and privileged voting rights as per the Law and the Articles of Association.

l) Postponing the discussion of the financial statements and related matters upon the request of the shareholders holding one twentieth of the capital, to be discussed at the meeting to be held one month later, without the need for the general assembly to take a decision on this matter.

m) To ensure that the minutes of the general assembly work are prepared, to record the objections in the minutes, to sign the resolutions and minutes, to indicate the votes cast in favor and against the decisions taken at the meeting in the meeting minutes without any hesitation.

n) To deliver the meeting minutes, the annual report of the board of directors, the auditors' reports, financial statements, the list of attendees, the agenda, the motions, the voting papers and minutes of the elections, if any, and all the documents related to the meeting to one of the members of the board of directors present with a minute at the end of the meeting.

### **Actions to be taken before proceeding to the discussion of the agenda**

**ARTICLE 9** – The meeting chairman reads or has the meeting agenda read to the general assembly. The Chairman is asked whether there is a change proposal regarding the order of discussion of the agenda items. If there is a proposal, this situation is submitted to the approval of the general assembly. The order of discussion of the agenda items can be changed with the decision of the majority of the votes present at the meeting.



### **Discussion of the agenda and agenda items**

**ARTICLE 10** – (1) The following matters must be included in the agenda of the ordinary general assembly:

- a) Opening and formation of the meeting chairmanship.
- b) Discussing the annual report of the board of directors, auditors' reports and financial statements.
- c) Release of members of the board of directors and auditors, if any.
- ç) Election of the members of the board of directors whose term has expired.
- d) Determining the remuneration of the members of the board of directors and their rights such as attendance fee, bonus and premium.
- e) Determining the way of use, distribution and profit share ratios of the profit.
- f) Discussing the amendments to the articles of association, if any.
- g) Other matters deemed necessary.

(2) The agenda of the extraordinary general assembly meeting is constituted by the reasons requiring the meeting.

(3) Except for the exceptions stated below, matters that are not included in the meeting agenda cannot be discussed and resolved:

- a) In case all the partners are present, an issue can be added to the agenda unanimously.
- b) Pursuant to Article 438 of the Law, the special audit request of any shareholder is resolved by the general assembly, regardless of whether it is included in the agenda or not.
- c) The dismissal of the members of the board of directors and the election of the new ones are considered to be related to the discussion of the year-end financial statements, and regardless of whether there is an item on the agenda or not, a decision is made by direct discussion upon request.
- ç) Even if there is no item on the agenda, in case of justified reasons such as corruption, inadequacy, violation of the obligation of loyalty, difficulty in performing the duty due to membership in many companies, incompatibility, abuse of influence, the issues of dismissal of the members of the board of directors and election of new members are on the agenda with the majority of the votes of those present at the general assembly, is taken.

(4) The agenda item that has been negotiated and resolved in the general assembly cannot be re-discussed and resolved unless the decision is made unanimously by the attendees.

(5) As a result of the audit or for any reason, the issues requested by the Ministry to be discussed in the general assembly of the company are put on the agenda.

(6) The agenda is determined by the person who called the general assembly meeting.



### **Speak at the meeting**

**ARTICLE 11** – (1) Shareholders or other interested parties who wish to speak on the agenda item being discussed inform the meeting chairmanship. The Presidency announces the people who will take the floor to the general assembly and gives these people the right to speak according to the order of application. If the person whose turn it is to speak is not present at the meeting place, he loses his right to speak. Speeches are made in the place reserved for this purpose, addressed to the general assembly. People can change the order of speaking among themselves. In the event that the speaking time is limited, a person who comes and makes his speech can continue his speech when the speaking time expires, only if the first person to speak after him gives the right to speak, provided that he completes his speech within the speaking time of that person. Otherwise, the talk time cannot be extended.

(2) The chairman of the meeting may give the floor to the members of the board of directors and the auditor who want to make a statement about the issues discussed, regardless of the order.

(3) The duration of the speeches is decided by the general assembly upon the proposal of the chairman or the shareholders, according to the intensity of the agenda, the number and importance of the issues to be discussed, and the number of those who wish to take the floor. In such cases, the general assembly decides, by separate vote, first whether the speaking time should be limited, and then what the duration should be.

(4) Pursuant to Article 1527 of the Law, the procedures and principles set forth in the aforementioned article and sub-regulations are applied regarding the submission of the opinions and suggestions of the shareholders or their representatives who attend the general assembly electronically.

### **Voting and voting procedure**

**ARTICLE 12** – (1) Before starting the voting, the chairman of the meeting explains the subject to be voted to the general assembly. If a draft resolution is to be voted on, after this is determined and read in writing, voting begins. After it has been announced that the voting will take place, a word can be asked about the procedure. Meanwhile, if there is a shareholder who has not been promised despite his request, he may exercise his right to speak, provided that he is reminded and confirmed by the President. No word is given after voting.

(2) Votes regarding the issues discussed at the meeting are cast by raising hands or standing up, or by saying acceptance or rejection separately. These votes are counted by the meeting chairmanship. When necessary, the Presidency may appoint a sufficient number of persons to assist in the counting of votes. Those who do not raise their hands, do not stand up, or do not make any declarations are deemed to have voted "against" and these votes are considered to have been cast against the relevant decision in the evaluation.



(3) Pursuant to Article 1527 of the Law, the procedures and principles set forth in the aforementioned article and sub-regulations are applied regarding the voting of the shareholders or their representatives who attend the general assembly electronically.

#### **Preparation of meeting minutes**

**ARTICLE 13 – (1)** A list of attendees showing the shareholders or their representatives, their shares, groups, numbers and nominal values is signed by the chairman of the meeting. It is ensured that the number of negative votes and negative votes are clearly shown in the minutes, and that the minutes are prepared in accordance with the principles set forth in the Law and the relevant legislation.

(2) Minutes of the general assembly are drawn up at the meeting place and during the meeting by typewriter, computer or legibly by handwriting using an ink pen. In order for the minutes to be written on the computer, there must be a printer at the meeting place that will allow printouts.

(3) The minutes are prepared in at least two copies and each page of the minute is signed by the meeting chairmanship and the Ministry representative.

(4) In the minutes; The trade name of the company, the date and place of the meeting, the total nominal value of the company's shares and the number of shares, the total number of shares represented at the meeting in person and by proxy, the name and surname of the Ministry representative, the date and number of the assignment letter, the form of the invitation in the meeting announcement.

(5) The amount of votes regarding the decisions taken at the meeting are stated in the minutes in numbers and in writing, leaving no room for hesitation.

(6) The names, surnames and justifications of opposition of those who voted negatively for the decisions taken at the meeting and want to have their opposition recorded in the minutes are written in the minutes.

(7) If the reason for the opposition is given in writing, this letter is added to the minutes. In the minutes, the name and surname of the partner or his/her representative stating his/her opposition is written and it is stated that the opposition letter is attached. The opposition letter added to the minutes is signed by the meeting chairmanship and the Ministry representative.

#### **Actions to be taken at the end of the meeting**

**ARTICLE 14- (1)** At the end of the meeting, the chairman of the meeting delivers a copy of his minutes and all other documents related to the general assembly to one of the members of the board of directors present at the meeting. This situation is determined by a separate report to be drawn up between the parties.

(2) The Board of Directors is obliged to submit a notarized copy of the minutes to the Trade Registry Directorate within fifteen days at the latest from the date of the meeting and to have the matters subject to registration and announcement in this minute registered and announced.





(3) The minutes are also posted on the company's website within five days at the latest from the date of the general assembly.

(4) The meeting chairman also delivers a copy of the list of attendees, the agenda and the minutes of the general assembly meeting to the Ministry representative.

#### **Participate in the meeting electronically**

**ARTICLE 15-** In the event that the opportunity to attend the general assembly meeting is provided in the electronic environment pursuant to Article 1527 of the Law, the transactions to be carried out by the board of directors and the meeting chairmanship are carried out by taking into account the article 1527 of the Law and the relevant legislation.

### **THIRD PART Miscellaneous Provision**

#### **Documents regarding the participation of the Ministry representative and the general assembly meeting**

**ARTICLE 16 –** (1) The provisions of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Regulation on the Representatives of the Ministry of Customs and Trade to be at these Meetings regarding the request of the representative for the meetings in which the attendance of the Ministry representative is obligatory and the duties and authorities of this representative are reserved.

(2) It is obligatory to comply with the provisions of the Regulation stated in the first paragraph in the preparation of the list of those who can attend the general assembly and those who are present, in the preparation of the representation documents to be used in the general assembly and the preparation of the meeting minutes.

#### **Situations not foreseen in the Internal Directive**

**ARTICLE 17 –** In case of encountering a situation that is not foreseen in this Internal Directive, action is taken in line with the decision to be taken by the general assembly.

#### **Adoption of the Internal Directive and amendments**

**ARTICLE 18 –** This Internal Directive is put into effect, registered and announced by the board of directors with the approval of the general assembly of Nuh Çimento Industrial Inc. To the Internal Directive are also subject to the same procedure.

#### **Enforcement of the Internal Directive**

**ARTICLE 19 –** This Internal was accepted at the general assembly meeting of Nuh Çimento Industrial Inc. Dated 27.03.2013 and entered into force on the date of its announcement in Turkish Trade Registry Gazzette.