

TUREKS TURUNÇ MADENCİLİK İÇ VE DIŞ TİCARET A.Ş.
MINUTES OF THE 2025 ORDINARY GENERAL ASSEMBLY MEETING HELD ON
06/04/2026

The Ordinary General Assembly Meeting of Tureks Turunç Madencilik Ve Dış Ticaret A.Ş. for the fiscal year 2025 was held on Tuesday, April 6, 2026, at 10:30 a.m. at Akrones Thermal Hotel Beytepe Hall located at Dört Yol Mah. Turgut Özal Cad. No:38, Central Afyonkarahisar, under the supervision of the Ministry Representatives Mr. Mehmet Mutlu and Mr. Necati Taktak, appointed by the Afyon Provincial Directorate of Trade pursuant to their letter dated 30/03/2026 and numbered 00120515524

The invitation to the meeting, including the agenda, was duly made within the legal period as stipulated in the Law and the Articles of Association by announcements in the Turkish Trade Registry Gazette dated 13.03.2026 and numbered 11542, on the Electronic General Assembly System via the Central Registry Agency's website, on the Company's corporate website www.marblesystemstureks.com.tr, and on the Public Disclosure Platform (KAP) on 11.03.2026.

From the review of the List of Attendees, it was understood that out of the total capital of 228.600.000 TRY corresponding to 228.600.000 shares, 161.828.972 shares, representing 161.828.972 TRY of capital were duly represented in the meeting, thus meeting the minimum quorum requirements stipulated in both the Law and the Articles of Association.

It was noted that Mr. Mehmet Münir Turunç, Chairman of the Board, Mr. Osman Cavit Turunç, Vice Chairman, the Ministry Representatives Mr. Mehmet Mutlu and Necati Taktak, and Mr. Mehmet Dölkeleş on behalf of the independent audit firm were present at the meeting.

It was confirmed that the Company fulfilled its obligations regarding electronic general assembly preparations in accordance with paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code. Mr. Ahmet Özgen, certified as an expert in the Central Registry Agency's Electronic General Assembly System, was appointed by the Meeting Presidency to manage the electronic system. The General Assembly was opened simultaneously in physical and electronic environments, and the discussions on the agenda items commenced.

Since the required quorum was present and no objection was raised, the meeting was opened by the Chairman of the Board of Directors, Mr. Mehmet Münir Turunç, both physically and electronically, with the permission of the Ministry Representative.

1. As per the first agenda item, the formation of the Meeting Presidency was carried out. Pursuant to Article 11 of the Company's Articles of Association, Chairman of the Board Mr. Mehmet Münir Turunç chaired the meeting. Mr. Alev Dumanlı was appointed as the Minute Clerk and Mr. İsmail Aydemir as the Vote Collector.

Before proceeding to the discussion of the agenda items, the Chairman of the meeting, Mehmet Münir Turunç, made a statement regarding the voting procedure in the physical meeting environment. In this context, it was stated that, as set forth in the Law, the Company's Articles of Association and Internal Directive, and without prejudice to the regulations governing the counting of electronic votes, voting among shareholders attending the meeting physically would be conducted openly and by show of hands, and that shareholders wishing to cast a dissenting vote were required to declare their dissent verbally. It was further stated that

shareholders who did not raise their hands or make any verbal declaration in any manner would be deemed to have cast a dissenting vote.

2. The authorization of the Meeting Presidency to sign the minutes of the meeting on behalf of the General Assembly was presented for approval and unanimously accepted.

The Meeting Chairman asked if there were any proposals to change the order of the previously announced agenda items. Since no such proposal was made, it was decided to proceed with the agenda as announced.

3. With respect to Item 3 of the agenda, the reading of the Board of Directors' Annual Activity Report for the year 2025 was commenced. Since the Board of Directors' Activity Report had been made available for the examination of the shareholders by being published within the statutory period on the Public Disclosure Platform (KAP), the Company's corporate website, and the Central Securities Depository's electronic general assembly portal, the motion submitted by the Chairman of the Board of Directors, Münir Turunç, to deem the report as read was presented to the shareholders for approval and was unanimously accepted by those present.

In line with the accepted motion, the 2025 Activity Report, which was deemed to have been read, was opened for discussion, and it was asked whether anyone wished to take the floor. No one took the floor. Since this agenda item was not subject to voting, the shareholders were informed that no vote would be taken on this item.

4. Pursuant to Item 4 of the agenda, the Chairman of the Meeting stated that the summary of the Independent Audit Report for the accounting period 01.01.2025–31.12.2025, prepared by Güreli Certified Public Accountancy and Independent Audit Services Inc., was read by Mr. Mehmet Dölkeleş. The Chairman of the Meeting also informed the shareholders that this agenda item was for informational purposes only and would not be put to a vote.

5. The reading of the consolidated financial statements for the year 2025 was commenced. Since the financial statements for the 2025 accounting period had been made available for the examination of the shareholders by being published within the statutory period on the Public Disclosure Platform (KAP), the Company's corporate website, and the Central Securities Depository's electronic general assembly portal, the motion submitted by the Chairman of the Board of Directors, Münir Turunç, to deem them as read was presented to the shareholders for approval and was approved by majority vote with 115.000 dissenting votes against 269.713.972 votes in favor.

The financial statements were opened for discussion, and it was asked whether anyone wished to take the floor. No one took the floor. As a result of the voting, the financial statements for the year 2025 were unanimously approved. As a result of the voting, the consolidated financial statements for the year 2025 were approved by majority vote, with 130.250 dissenting votes against 269.698.722 votes in favor.

6. Pursuant to Item 6 of the agenda, the release of the members of the Board of Directors was proceeded with. The release of the members of the Board of Directors was submitted to the approval of the shareholders. The release of Mr. Mehmet Münir Turunç, Mr. Osman Cavit Turunç, Ms. Seher Artemiz Akyatan, Mr. İsmail Ünal Turunç, Mr. Engin Dumanlı, and Mr.

Ertekin Çolak from liability in respect of the Company's activities and transactions for the year 2025 was unanimously approved. Board members who are shareholders did not vote on this agenda item.

7. Pursuant to Item 7 of the agenda, the discussion of the Board of Directors' proposal regarding the distribution of the profit for the year 2025 was commenced. The following proposal, as set out in the Board of Directors' resolution dated 11.03.2026, was read out and submitted to the approval of the shareholders:

“According to the Company's financial statements for the accounting period 01.01.2025–31.12.2025, which were prepared in accordance with the provisions of the Communiqué on Principles of Financial Reporting in Capital Markets (II-14.1), Turkish Accounting Standards and Turkish Financial Reporting Standards (TAS/TFRS), and independently audited, the Company recorded a profit of TRY 5,232,620; whereas, according to the solo financial statements for the same period prepared in accordance with the Turkish Commercial Code and the Tax Procedure Law, the Company incurred a loss of TRY 82,039,073.

Accordingly, taking into consideration the Turkish Commercial Code, Capital Markets legislation and the regulations of the Capital Markets Board, tax legislation, and the Company's Profit Distribution Policy, and since a period loss was incurred according to our statutory records prepared in accordance with the Tax Procedure Law for the year 2025, it has been resolved to submit to the approval of the shareholders at the Ordinary General Assembly Meeting for the year 2025 the proposal that no profit distribution be made.”

The proposal in this form was read and submitted to the approval of the shareholders. As a result of the voting, the Board of Directors' proposal regarding the distribution of the profit for the year 2025 was unanimously approved.

8. The Chairman of the Meeting informed the shareholders that, pursuant to Article 9 of the Company's Articles of Association, one of the 6 members of the Board of Directors would be elected by the General Assembly from among the candidates nominated by the holders of Group (A) shares, one from among the candidates nominated by the holders of Group (B) shares, and one from among the candidates nominated by the holders of Group (C) shares. In accordance with the provisions of amended Article 9 of the Company's Articles of Association, and within the framework of the motions submitted, it was proposed for the approval of the shareholders that Mr. Mehmet Münir Turunç be elected as the Group A nominee for membership of the Board of Directors, Mr. Osman Cavit Turunç as the Group B nominee for membership of the Board of Directors, Ms. Seher Artemiz Akyatan as the Group C nominee for membership of the Board of Directors, and Mr. İsmail Ünal Turunç as the nominee for another Board membership, each to serve for a term of 3 years; and that the resolution of the Company's Board of Directors dated 02.03.2026, independent Board member candidate Ms. Rahime Alev Dumanlı, whose independence declaration and curriculum vitae are attached hereto (Annex:1) in accordance with the capital markets legislation and in respect of whom no adverse opinion has been expressed by the Capital Markets Board, be elected to the Board of Directors in place of the resigning independent Board member in order to complete the remainder of that member's term of office.

Within the framework of the motions submitted, it was unanimously resolved by those present that Mr. Mehmet Münir Turunç, Mr. Osman Cavit Turunç, who were physically present at the meeting and verbally declared their candidacies, and Ms. Seher Artemiz Akyatan and Mr.

İsmail Ünal Turunç who submitted their consent, be elected as members of the Board of Directors for a term of 3 years; and that Ms. Rahime Alev Dumanlı who submitted her consent, be elected as an independent member of the Board of Directors to serve until the expiry of the term of office of the independent member.

9. Pursuant to Item 9 of the agenda, the determination of the remuneration to be paid to the members of the Board of Directors in 2026 was proceeded with. Within the framework of the motion submitted to the Meeting Presidency by the Chairman of the Board of Directors, Mr. Mehmet Münir Turunç, and taking into account their duties and responsibilities within the Company, it was proposed that a total monthly net Board membership fee of TRY 1,625,000 be paid to Mr. Mehmet Münir Turunç, Mr. Osman Cavit Turunç, Ms. Seher Artemiz Akyatan, and Mr. İsmail Ünal Turunç, and that each of the independent Board members, Mr. Ertekin Çolak and Ms. Rahime Alev Dumanlı, be paid a monthly net fee of TRY 100,000. Following the voting it was approved by majority vote with 15.250 dissenting votes against 269.813.722 votes in favor.

10. Pursuant to Article 10 of the agenda, in accordance with the Turkish Commercial Code, Capital Markets Board regulations, and the regulations of the Public Oversight, Accounting and Auditing Standards Authority (KGK), and based on the opinion of the Audit Committee, the following proposal by the Board of Directors was submitted for approval:

a) That the company's financial statements for the fiscal year 01.01.2026 – 31.12.2026 be audited in accordance with the principles set forth in the Turkish Commercial Code No. 6102, Capital Markets Law No. 6362, and relevant legislation, and that Güreli YMM ve Bağımsız Denetim Hizmetleri A.Ş., located at Spine Tower Maslak Mah. Saat Sok. No: 5, Floors: 25-26-28, Sarıyer 34485 – Istanbul, be appointed as the independent audit firm to conduct this audit and perform other relevant audit activities under said laws.

b) That Güreli YMM ve Bağımsız Denetim Hizmetleri A.Ş., located at Spine Tower Maslak Mah. Saat Sok. No: 5, Floors: 25-26-28, Sarıyer 34485 – Istanbul, be appointed to carry out mandatory sustainability assurance audits and other relevant audit activities in accordance with the Türkiye Sustainability Reporting Standards (TSRS) issued by the KGK, including but not limited to the assurance of disclosures to be prepared in compliance with said standards, for the reporting periods of 2026.

The proposal was submitted for voting and unanimously approved.

11. Shareholders were informed that donations totaling 885,400 TRY were made in 2025. A motion to set the upper limit of donations for 2026 at 1.000,000 TRY was approved by majority vote with 15.250 dissenting votes against 269.813.722 votes in favor.

12. Item 12 of the agenda regarding the granting of permission to the members of the Board of Directors within the scope of Articles 395 and 396 of the Turkish Commercial Code No. 6102 was proceeded with. Within the scope of this item, the matter of granting permission to the members of the Board of Directors, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to engage, either on their own behalf or on behalf of others, in transactions that fall within

or outside the Company's field of activity, to become shareholders in companies engaged in such activities, to compete with the Company, and to carry out other related transactions, was submitted for approval and was unanimously resolved by those present.

13. Information was provided regarding the guarantees, pledges, mortgages, and sureties (GPMS) granted by the Company in 2025 in favor of third parties for the purpose of conducting its ordinary commercial activities. Detailed information on these is included in Note 18 of the Financial Statements and Independent Auditor's Report for the fiscal year ending on 31.12.2025. It was stated that, apart from the GPMS provided in favor of the Company itself and its subsidiaries, no other guarantees, pledges, mortgages, or sureties were granted.

14. In accordance with the Capital Markets Board's Communiqué on Corporate Governance, information was provided regarding the related party transactions. It was stated that detailed information on these transactions is included in Note 30 of the Financial Statements and Independent Auditor's Report for the fiscal year ending on 31.12.2025.

15. In accordance with the mandatory Principle No. 1.3.6 of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board, the shareholders were informed that, in 2025, the Company's controlling shareholders, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree did not carry out any significant transactions that could lead to a conflict of interest with the Company or its subsidiaries, nor did they engage, on their own behalf or on behalf of others, in any commercial transaction falling within the scope of the Company's or its subsidiaries' field of activity, nor did they become partners with unlimited liability in any other company engaged in the same type of commercial activities.

16. The floor was opened for comments and requests from shareholders.

These minutes were prepared and signed at the meeting venue following the meeting on April 6, 2026.

MINISTRY

REPRESENTATIVES

Mehmet Mutlu – Necati Taktak

MEETING CHAIRMAN

Mehmet Münir Turunç

MINUTE CLERK

R. Alev Dumanlı

VOTE COLLECTOR

İsmail Aydemir

Annex: R. Alev Dumanlı Declaration of Independence and CV

BAĞIMSIZLIK BEYANI

Tureks Turunç Madencilik İç Ve Dış Ticaret A.Ş. (Şirket) Yönetim Kurulunda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulunun 3 Ocak 2014 tarihli ve 28871 sayılı Resmi Gazete’de yayımlanarak yürürlüğe giren Kurumsal Yönetim Tebliği (II-17.1)’nde belirtilen Sermaye Piyasası Kurulu Kurumsal Yönetim İlkelerinde belirlenen kriterlere göre “Bağımsız Üye” olarak görev yapmaya aday olduğumu belirtirim.

Bu kapsamda;

a) Şirket’in yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile Şirket’in yönetim kontrolünü elinde bulunduran veya Şirket’te önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında, son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5’inden fazlasına birlikte veya tek başıma sahip olmadığımı ve önemli nitelikte ticari ilişki kurmamış olduğumu,

b) Son beş yıl içerisinde, başta Şirket’in denetimi (vergi denetimi, kanuni denetim ve iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde Şirket’in önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmayacağımı,

d) 31.12.1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)’na göre Türkiye’de yerleşmiş sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, Şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığını koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiği görevlerin gereklerini tam olarak yerine getirebilecek ölçüde Şirket işlerine zaman ayırabileceğimi,

g) Şirket'in yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmamış olduğumu,

ğ) Şirket'in veya Şirket'in yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almadığımı,

h) Yönetim kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu beyan ederim.

Saygılarımla,

R. Alev DUMANLI CV

R. Alev Dumanlı, 1987 yılında Ankara Üniversitesi Siyasal Bilgiler Fakültesi İktisat Bölümü'nden mezun olmuştur. 1988-1992 yılları arasında KPMG ve Deloitte firmalarında bağımsız denetim konusunda çalışmıştır. 1992-2017 yılları arasında Borsa İstanbul Kotasyon Bölümü'nde Sorumlu Yönetici olarak görev almıştır. Kotasyon Bölümü'nde çalıştığı 27 yıl süre içerisinde şirketlerin halka arz sonrası Borsa'da işlem görmesi için yapılan başvuruların değerlendirilmesi, Borsa'ya kote olan şirketlerin Borsa İstanbul'un kotasyona ilişkin mevzuatı karşısındaki durumlarının değerlendirilmesi, kotasyona ilişkin mevzuatın Sermaye Piyasası Kanunu ve SPK düzenlemelerine uygun olarak yeniden hazırlanması, şirketlerin kamuyu aydınlatma ve kurumsal yönetim uygulamalarına yönelik çalışmalardan sorumlu olarak çalışmıştır.

Halen Lider Faktoring A.Ş., Birleşim Mühendislik Isıtma Soğutma Havalandırma Sanayi ve Ticaret A.Ş., Birleşim Grup Enerji Yatırımları A.Ş. ve Sanifoam Endüstri ve Tüketim Ürünleri Sanayi Ticaret A.Ş.'de Bağımsız Yönetim Kurulu Üyesi olarak görev yapmaktadır.

Alev Dumanlı, SMMM, Sermaye Piyasası Faaliyetleri Düzey 3 ve Kurumsal Yönetim Derecelendirme Lisanslarına sahiptir.

**MINISTRY
REPRESENTATIVES**

Mehmet Mutlu – Necati Taktak

MEETING CHAIRMAN

Mehmet Münir Turunç

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