

**KİMTEKS POLİÜRETAN SANAYİ VE TİCARET A.Ş.**  
**GENERAL ASSEMBLY DISCLOSURE DOCUMENT**

The Company's Ordinary General Meeting shall be held at the address of Emniyetevleri Mah. Eski Büyükdere Cad. Sapphire Plaza No:1/4 Kat:39 Kağıthane / Istanbul on Wednesday 03/05/2023 at 14:00 to examine the works of 2022 and to discuss and decide on the agenda written below.

Pursuant to the Turkish Commercial Code No. 6102, Article 415 Paragraph 4, the Capital Markets Law, Article 30, Paragraph 1, the right to attend the general assembly and to vote is not subject to the storage of share certificates. In this regard, if our shareholders want to attend the General Assembly Meeting, they do not need to block their shares. Shareholders who wish to attend the General Assembly Meeting shall follow the procedures announced by the Central Registry Agency (CRA).

Since all the shares of our company are monitored by CRA, the list of those who can attend the general assembly meeting shall be prepared by the board of directors based on the shareholder chart provided by CRA. The aforementioned list shall be used to check whether the persons who physically come to the meeting room to attend the Ordinary General Assembly Meeting are shareholders or representatives. Our shareholders, who have the right to attend the general assembly meeting, may attend the general assembly to be held at the above-mentioned address in person or by their representatives, or, if they wish, in person or by their representatives electronically, using their secure electronic signatures via e-GKS provided by CRA. Our shareholders or their representatives who want to attend the meeting electronically shall have an Electronic Signature Certificate.

The shareholders can authorize their representatives using e-GCS. In addition, they shall submit their representatives to our Company with their signatures notarized by fulfilling the provisions stipulated in "Communiqué No II-30.1 on Proxy Voting and Proxy Gathering by Invitation" of Capital Markets Board, published in the Official Gazette No 28861, dated 24.12.2013. A copy of the Power of Attorney form can also be obtained from our registered office or our website (<https://kimpur.com/tr/>). They can also appoint representatives at the meeting by filling out the power of attorney form and having their signatures notarized or by adding the notarized signature circular to the power of attorney form bearing their signature. The power of attorney, which is obligatory in the Communiqué II-30.1, CMB and do not comply with the power of attorney sample included in the ANNEX-1, shall certainly not be accepted due to our legal responsibility.

General Assembly Meeting in person:

- Real person shareholders can participate by presenting their identities,
- Legal entity shareholders can participate by presenting their authorization documents together with the identity of the persons authorized to represent and bind the legal entity,
- Representatives of real and legal persons can participate by presenting their identity documents and representation documents,
- Representatives authorized via e-GKS can participate by presenting their identities and signing the list of attendees.

Our shareholders, who will attend the general assembly electronically via E-GKS, can obtain information on the procedures and principles regarding participation, appointment of representatives, making suggestions, expressing opinions and voting on the website of CRA ([www.mkk.com.tr](http://www.mkk.com.tr)). Shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette No 28395, dated August 28, 2012, and "Communiqué on the Electronic General Assembly System to be Implemented in the General Assembly of Joint Stock Companies" published in the Official Gazette No 28396, dated August 29, 2012.

Financial Statements for the year 2022, Independent Audit Report, Board of Directors Activity Report, Profit Distribution Table and the following agenda items, and Disclosure Document containing the explanations for compliance with the Capital Markets Board regulations and Corporate Governance Principles shall be made available to our shareholders for review in the Electronic General Assembly system on the corporate website: <https://kimpur.com/tr/>, the Public Disclosure Platform and the Electronic General Assembly System page of the Central Registry Agency's website, at least three weeks before the meeting date, excluding the days of meeting and announcement, within the legal period, at the registered office..

## ADDITIONAL EXPLANATIONS ON THE GENERAL ASSEMBLY UNDER CORPORATE GOVERNANCE PRINCIPLES

### I. Shareholding Structure and Voting Rights

Regarding the use of voting rights in our company's Articles of Association, Group A shareholders or their proxies present at ordinary and extraordinary general assembly meetings have 5 (five) voting rights for each share. Group B shareholders or their proxies have 1 (One) vote for each share.

The shareholding structure and voting rights of our company as of the date of announcement of this Disclosure Document are presented for your information in the table below.

Partner's Name-Surname/Trade Title	Share in the Capital (TL)	Share in the Capital (%)	Voting Rate (%)
Yuda Leon Mizrahi	42,743,741	35.17	54.08
Etel Sason	12,355,945	10.17	4.87
Beti Mizrahi	9,545,690	7.85	3.76
Isak Izi Mizrahi	9,545,690	7.85	12.52
Salvo Ozsarfatı	8,855,000	7.29	3.49
Innovis Ticaret ve Danışmanlık A.Ş	7,133,966	5.87	8.90
Other	31,369,968	25.8	12.38
<b>Total</b>	<b>121,550,000</b>	<b>100</b>	<b>100</b>

### II. Information on Changes in the Management and Company Activities and its Subsidiaries that have taken place in the previous accounting period or planned for the future accounting periods that will significantly affect the activities of the partnership, and the Reasons for these Changes

In 2022, there were no management and operational changes that would significantly affect the activities of our Company and/or its subsidiaries that took place in the previous accounting period or planned for the future accounting periods.

### III. Information on the Requests of the Shareholders by the Capital Markets Board and Other Public Institutions and Organizations for Adding an Item to the Agenda:

The agenda of the ordinary general assembly meeting for 2022, which will be held on 03.05.2023, was prepared, and the shareholders did not submit any subject in writing to the "Company's Investor Relations Unit". In addition, there was no request conveyed to the Company by the CMB and/or other public institutions and organizations to include any item on the agenda.

### IV. Explanations on the Agenda Items of the Ordinary General Assembly Meeting dated 03.05.2023

#### 1. Opening and foundation of the meeting chairmanship

A Meeting Chairman is elected. The chairman shall chair the General Assembly meeting in accordance with "Turkish Commercial Code No. 6102", "Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to Attend These Meetings" ("Regulation" or "General Assembly Regulation") and the General Assembly Internal Directive, Article 7. At least one Minutes Clerk is appointed by the Meeting Chairman in accordance with the Internal Directive of the General Assembly. The Chairman may also elect a sufficient number of vote collectors.

#### 2. Authorizing the Meeting Chairmanship to sign the Meeting Minutes

In order to ensure ease of operation and speed in implementation, the issues regarding the signature of the minutes of the General Assembly meeting on behalf of the shareholders by the Meeting Chairmanship shall be submitted for the approval of our shareholders.

**3. Reading, discussing and submitting the Annual Report of the Board of Directors for 2022,**

Pursuant to Turkish Commercial Code, Regulation, Capital Market Law and other regulations, information shall be given at the General Assembly about the Board of Directors Activity Report for the accounting period of 01.01.2022 and 31.12.2022, which is submitted for the examination of our shareholders in the website: <https://kimpur.com/tr/>, the Public Disclosure Platform and the electronic general assembly system of the Central Registry Agency, for three weeks before the General Assembly meeting, excluding the days of meeting and announcement, at the registered office. The reports shall be submitted for their approval.

**4. Reading and discussing the Independent Audit Institution's opinion and report on the accounting period of 2022,**

Pursuant to TCC, Regulation, Capital Market Law and other regulations, information shall be given at the General Assembly about the opinion of the Independent Audit Firm prepared in accordance with the regulations of the TCC and the Capital Markets Board, which is submitted for the examination of our shareholders in the website: <https://kimpur.com/tr/>, the Public Disclosure Platform and the electronic general assembly system of the Central Registry Agency, for three weeks before the General Assembly meeting, excluding the days of meeting and announcement, at the registered office.

**5. Reading, discussing and submitting the financial statements for the accounting period of 2022**

Pursuant to TCC, Regulation, Capital Market Law and other regulations, information shall be given at the General Assembly about the Financial Statements for 2022 prepared in accordance with the regulations of the Turkish Commercial Code and the Capital Markets Board, which is submitted for the examination of our shareholders in the website: <https://kimpur.com/tr/>, the Public Disclosure Platform and the electronic general assembly system of the Central Registry Agency, for three weeks before the General Assembly meeting, excluding the days of meeting and announcement, at the registered office.

**6. Submission of the Members of the Board of Directors separately for the activities, transactions and accounts for the accounting period of 2022,**

The release of our members of the Board of Directors separately for their activities, transactions and accounts in 2022 shall be submitted to the approval of our shareholders at the General Assembly in accordance with the provisions of the TCC and the Regulation.

**7. Determination of the term of office of the members of the board of directors and election of independent board members,**

In accordance with the CMB regulations, TCC and the General Assembly Regulation, our Board of Directors will be elected by taking into account the principles on the election of the Board of Directors in the Articles of Association. In addition, an independent member will be elected in order to comply with the CMB Corporate Governance Communiqué No. II-17.1.

The Corporate Governance Committee has evaluated the candidates. Based on the decision taken by our Board of Directors upon the proposal, Mr. Mehmet Mete Bařol and Mr. Ömer Bakır have been elected as the candidate of Independent Board Member. Based on the letter by the CMB dated 03/03/2023, it has been reported to our company that there was no negative opinion on the said independent board members.

The resumes of our board member candidates and the independence statements of independent member candidates are presented in Annex-2.

**8. Reading, discussing and submitting the proposal of the Board of Directors on the distribution of profits for the accounting period of 2022,**

The Company has a net profit of 497.869.083,50 TL TL for the period in our financial statements prepared in accordance with the provisions of the TAX PROCEDURE LAW and a net profit of 597.361.454 TL for the period in our consolidated financial statements prepared in accordance with TMS/TFRS published by the Public Oversight, Accounting and Auditing Standards Authority (KGK) and the mandatory formats determined by the CMB, in line with the provisions of the Turkish Commercial Code and the Capital Markets Board's Communiqué No II-14.1 "Principles of Financial Reporting in the Capital Markets".

The issues regarding the distribution as specified in the Company's Articles of Association Article 13 and under our company's profit distribution policy, and the initiation of the distribution of profit in cash as of 14/07/2023 shall be submitted to the opinions and approval of our shareholders at the ordinary general assembly meeting, where the written agenda will be discussed and resolved in order to examine the works of 2022.

Dividend distribution table (ANNEX-3) prepared by our Board of Directors in accordance with the CMB legislation and the Articles of Association shall be submitted for the opinions and approval of our shareholders at the General Assembly.

**9. Providing information about the payments made to the members of the Board of Directors and senior executives in the accounting period of 2022, taking a decision regarding the attendance fees to be given to the members of the Board of Directors in 2023,**

Our shareholders shall be informed about the payments made to the members of the Board of Directors and senior executives at the ordinary general assembly meeting to be held on 03.05.2023. In addition, a decision shall be taken regarding the attendance fees to be given to the members of the Board of Directors in 2023.

**10. Informing the shareholders about the donations and aids made in 2022 and determining the upper limit for the donations and aids to be made in 2023,**

Pursuant to the Capital Markets Board's Dividend Communiqué no II-19.1, Article 6, the limit of the donation to be made shall be determined by the general assembly in cases not specified in the Articles of Association, and the information on donations and payments made shall be provided to the shareholders at the ordinary general assembly. The total donations and aids made in 2022 is 387,548,46 TL.

Although the upper limit of donations and aids is determined as 2.000.000 Turkish Liras for each calendar year by the General assembly with the provisions of the Company's articles of association; Pursuant to the Decision of the Capital Markets Board Decision Body dated 09/02/2023 and numbered 8/174, donations and grants made by our Company due to earthquakes affecting 10 provinces (Kahramanmaraş, Kilis, Hatay, Osmaniye, Adiyaman, Gaziantep, Sanliurfa, Diyarbakir, Malatya and Adana) with epicenter in Kahramanmaraş on 06.02.2023 should be approved by our Board of Directors, provided that the upper limit to be determined for the year 2023 is deducted from the upper limit to be determined by the Capital Markets Board Decision Body dated 09/02/2023. and it was decided to submit it for the approval of the shareholders at the first general assembly meeting to be held. It is recommended by the Board of Directors to determine the upper limit of donations and aids as 6.000.000 TL for the year 2023, considering the magnitude of the effects of this force majeure and the requirements and the continuation of donations and aids to be made by our company for the year of 2023. The upper limit for donations and aid to be made in 2023 shall be determined by the General Assembly.

**11. Approval of the independent audit organization, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş, which was elected by the Board of Directors of our company for a year for the accounting period of 2023**

Our Company's Board of Directors has decided to elect DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.S. (Independent Audit Institution) with tax no 291 001 0976 and independent audit registry no 304099, located at address of Eski Büyükdere Caddesi Maslak mahallesi No:1 Maslak No:1 Plaza Maslak 34398 Sarıyer/Istanbul, which has been elected by our Company's Board of Directors for one year for the Accounting Period of 2023, by receiving the opinion of the Audit Committee at the meeting of our Board of Directors dated 23.03.2023 in accordance with the regulations of the Turkish Commercial Code and the Capital Markets Board, and this election shall be submitted to the approval of our shareholders at the General Assembly.

**12. Informing the shareholders about the income or benefits obtained by the Company in 2022 with the guarantees, pledges, mortgages and sureties given in favor of third parties,**

Pursuant to the "Corporate Governance Communiqué" No II-17.1, Article 12 of the Capital Markets Board, the Company is required to include the income or benefits obtained by guarantees, pledges, mortgages and sureties given in favor of third parties as a separate item in the agenda of the ordinary general assembly meeting. There are no guarantees, pledges and mortgages given in favor of third parties by our company in 2022.

**13. Informing the shareholders holding the management control, the members of the Board of Directors, senior managers and their spouses and relatives by blood and marriage up to the second degree, about the transactions in 2022, in line with the Turkish Commercial Code, Articles 395 and 396 and the Capital Markets Board's Corporate Management Communiqué,**

The members of the Board of Directors can only make transaction with the approval of the General Assembly in accordance with first paragraph of Article 395 of the TCC titled "Prohibition of Transactions with the Company, Borrowing to the Company" and Articles 396 titled "Prohibition of Competition".

Pursuant to the Corporate Governance Principle No 1.3.6, CMB, in the event that the shareholders holding the management control, the members of the board of directors, the managers with administrative responsibility, and their spouses and relatives by blood and marriage up to the second degree make a significant transaction that may cause a conflict of interest with the partnership or subsidiary and/or that the partnership or its subsidiaries carry out a commercial business type transaction on their own or someone else's account, or enter into another partnership agreement with the same type of commercial business as an unlimited partner, the said transactions shall be included in the agenda of the general assembly as a separate agenda item and recorded in the minutes of the general assembly in order to give detailed information on the subject at the general assembly.

In order to fulfill the requirements of these regulations, it shall be submitted to the approval of our shareholders at the General Assembly for permission to be granted.

In addition, shareholders shall be informed about whether there are any transactions carried out within this scope in 2022, and if so, about the transactions and their amounts, in accordance with the Capital Markets Board's Corporate Governance Communiqué

**14. Informing the shareholders about the transactions made with related parties in 2022 pursuant to the decision of the Capital Markets Board,**

Information has been given about transactions with Related Parties in the footnotes of the Independent Audit Report 2022, and our shareholders shall be informed at the ordinary general assembly meeting to be held on 03.05.2023.

**15. Requests**

**ANNEXES**

ANNEX 1: Power of attorney

ANNEX 2: Resumes of our board member candidates and the independence statements of independent member candidates

ANNEX 3: Profit Distribution Table for 2022

**ANNEX-1****POWER OF ATTORNEY**

I hereby appoint ..... as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents, in line with the views I have stated below, at the 2022 Ordinary General Assembly meeting to be held at the address of Emniyetevleri Mah. Eski Büyükdere Cad. Sapphire Plaza No:1/4 Kat:39 Kağıthane / Istanbul on Wednesday 03/05/2023 at 14:00.

Proxy's(\*):

Name & Surname/Commercial Title:

TR Identity No/Tax No, Trade Registry and No and MERSIS No:

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

**A) SCOPE OF POWER OF ATTORNEY**

For the sections 1 and 2 given below, one of the options (a), (b) or (c) should be chosen to determine the scope of the power of attorney.

1. About the subjects in the agenda of the general assembly,

- a) The proxy is authorized to vote in line with his/her own opinion. ?
- b) The proxy is authorized to vote in line with the proposals of the partnership management. ?
- c) The proxy is authorized to vote in line with the instructions given in the table below. ?

Instructions:

In case the option (c) is chosen by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options (accept or reject) opposite the relevant general assembly agenda item, and by stating the dissenting opinion, if any, which is requested to be written in the general assembly minutes if the reject option is selected.

Serial No	Agenda Items	Accept	Reject	Dissenting Opinion
1	Opening and foundation of the meeting chairmanship			
2	Authorizing the Meeting Chairmanship to sign the Meeting Minutes			
3	Reading, discussing and submitting the Annual Report of the Board of Directors for 2022,			
4	Reading and discussing the Independent Audit Institution's opinion and report on the accounting period of 2022,			
5	Reading, discussing and submitting the financial statements for the accounting period of 2022			
6	Submission of the Members of the Board of Directors separately for the activities, transactions and accounts for the accounting period of 2022,			
7	Determination of the term of office of the members of the board of directors and election of independent board members,			
8	Reading, discussing and submitting the proposal of the Board of Directors on the distribution of profits for the accounting			

Serial No	Agenda Items	Accept	Reject	Dissenting Opinion
	period of 2022,			
9	Providing information about the payments made to the members of the Board of Directors and senior executives in the accounting period of 2022, taking a decision regarding the attendance fees to be given to the members of the Board of Directors in 2023,			
10	Informing the shareholders about the donations and aids made in 2022 and determining the upper limit for the donations and aids to be made in 2023,			
11	Approval of the independent audit organization, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş, which was elected by the Board of Directors of our company for a year for the accounting period of 2022			
12	Informing the shareholders about the income or benefits obtained by the Company in 2022 with the guarantees, pledges, mortgages and sureties given in favor of third parties,			
13	Informing the shareholders holding the management control, the members of the Board of Directors, senior managers and their spouses and relatives by blood and marriage up to the second degree, about the transactions in 2022, in line with the Turkish Commercial Code, Articles 395 and 396 and the the Capital Markets Board's Corporate Management Communiqué,			
14	Informing the shareholders about the transactions made with related parties in 2022 pursuant to the decision of the Capital Markets Board,			
15	Requests			

No voting is performed on the information items.

If the minority has a separate draft resolution, it is indicated separately to ensure voting by proxy.

2. Instructions on other issues that may arise at the General Assembly meeting, and especially on the use of minority rights:

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

SPECIAL INSTRUCTIONS (Special instructions, if any, to be given by the shareholder to the proxy are specified here.)

B) The shareholders shall choose one of the options below and identify the shares they want the proxy to represent.

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

- a) Arrangement and series:\*
- b) Number/Group:\*\*
- c) Amount-Nominal value:
- ç) Voting privilege:

d) Bearer-Registered: \*

e) Ratio of shareholder to total shares/voting rights:

\*Such information is not requested for the dematerialized shares.

\*\*For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I approve the representation by the proxy of all of my shares in the list of shareholders who can attend the general assembly prepared one day before the date of general assembly by Merkezi Kayıt Kuruluşu A.S.

NAME, SURNAME or TITLE OF THE SHAREHOLDER (\*)

TR Identity No/Tax No, Trade Registry and No and MERSIS No:

Address:

(\*) For shareholders of foreign nationality, it is obligatory to submit the aforementioned information and, if any, its equivalents.



## ANNEX 2

### Resumes of our board member candidates and the independence statements of independent member candidates

#### **Yuda Leon Mizrahi – Chairman of the Board**

Yuda Leon Mizrahi (born in 1957) graduated from the Department of Chemical Engineering, Bogazici University in 1980. Following the graduation, he worked in family companies, belonging to his father, in the production of plastic soles, and established, together with Salvo Özсарfati, a company that trades and distributes artificial leather, rubber, coating and additives in 1983 (Kimteks Kimya). In 1985, he founded another company in the paint industry (Renkim) together with Salvo Özсарfati and Lauren Margulies. In 2007, he became the founding partner of a real estate company (Ortak Gayrimenkul) and accomplished several real estate development projects.

In 2011, he established another real estate company (Dörtgen) as a family company. Apart from its own real estates, this was an umbrella company that owned shares of Kimteks Kimya, Renkim and Ortak Gayrimenkul. As a result of the demerger in 2015, Kimteks Kimya was replaced by Kimpur.

Yuda Leon Mizrahi runs his business life as the main partner of the issuer and one of the partners of Dörtgen, Kimteks Kimya and Ortak Gayrimenkul.

#### **Cavidan Karaca – Vice President of the Board**

Cavidan Karaca was born on 12.09.1970 in Konya-Akşehir. She graduated from the Department of Mechanical Engineering at the Middle East Technical University in 1992 and began her business life.

She worked as a production and planning engineer at Erkunt Sanayi A.S between 1992-1996, as a plastic tool production engineer at the refrigerator plant of Arçelik A.S. between 1996-1997, and as a purchasing manager at General Directorate of Arçelik A.S. between 1997-2001. She worked as a purchasing director at Omsan Lojistik A.S between 2001 and 2002. She became the founding partner of a consultancy company (Innovis Ticaret ve Danışmanlık A.S.) and provided management consultancy services to more than a hundred companies, mainly in production, tourism and other service industries between 2002 and 2014. During this period, she also worked as the general manager of Işık Plastik between 2002-2007.

She began to work as a consultant at Kimteks Kimya Tekstil Ürünleri A.S. in 2014 and assigned as the CEO in 2015. Following the demerger of the issuer from Kimteks Kimya, she has been serving as the CEO and Vice President of the Board since the end of 2015.

#### **Isak Izi Mizrahi – Board Member**

He was born in 1984 in Istanbul. He studied Electrical and Computer Engineering at Carnegie Mellon University, Pittsburg, USA between 2002-2004. He completed the Industrial Engineering Department at Koc University between 2005-2008.

He began his career as a purchasing specialist at the American Hospital in 2008. In 2011, he continued to work as a production engineer at Kimteks Kimya.

Between 2012 and 2015, he worked as a business development manager at Dörtgen Gayrimenkul Yatırım ve Turizm A.S., which is also a family corporation. He has completed works and investments in the renovation and utilization of some real estates in the tourism industry.

From November 2015 until 05.10.2021, he was a member of the board of directors in charge of purchasing and foreign trade at the Issuer, which is also a family company. He got involved in the management of the procurement of all chemical raw materials and service items, new supplier and product research processes in international markets, and fair participation, market research and supplier relationship management processes. He has been currently serving as a non-executive Board Member since 05.10.2021.

#### **Omer Bakir – Independent Board Member**

He was born on 1951 in Malatya. He started his high school education in 1965. After graduating from high school in 1968, he gained his bachelor's degree in chemical engineering at Ege University in 1972.

He continued his chemistry education at Kiel University, Germany, in 1973. Afterwards, he worked as a lecturer at the same university for 3 years.

He began his professional career in 1985 at Bayer AG Leverkusen in the sales and marketing processes in the rubber and plastics departments.

In 1988, he returned to Turkey and began to work as a board member and department director at Bayer Türk. During the 24-year period of duty at Bayer Türk, he had the opportunity to get to know all sectors in the industry.

In 2012, he quit Bayer Türk Industrial Products General Management, and he started his duty as the general manager of a newly established chemical company (Lanxess Kimya Tic. Ltd. Şti).

He retired in 2017 and is not currently working anywhere.

During his professional career, he served on the boards of the Turkish Chemical Manufacturers Association (TKSD), the Association of Paint Industry (BOSAD) and Association Rubber Industry.

### **Mehmet Mete Basol – Independent Board Member**

Mehmet Mete Basol (Born in 1957) graduated from Arizona State University, BSc Economics, and started his career in 1984 at INTERBANK, in the Medium-Term Loans Department, in various investment projects. He performed economic evaluations in these projects and prepared industry reports. He was assigned as the Treasury, Fund Management and Foreign Relations Manager at the investment bank, Türk Merchant Bank, which was established in 1988 as a partnership of Bankers Tust Co. Newyork and T. İş Bankası. In 1992, he assumed the responsibility of the capital markets group as Assistant General Manager. In 1995, following the acquisition of the bank by the Bankers Trust, he was elected as a member of the board of directors and credit committee. He assumed the position of chairman of the board of directors and general manager of the bank (operating by the name of Bankers Trust A.S. between 1997 and 1999 and Deutsche Bank A.S. between 1999 and 2001). Between 2001 and 2003, he joined the public banks joint board of directors (T.C. Ziraat Bankası A.S., Türkiye Halk Bankası A.S., T. Emlak Bankası A.S.). Following this duty, he established a financial consultancy company (Tridea Finansal Danışmanlık Hizmetleri Ltd. Şti.) with two partners and provided financial and administrative consultancy services to SMEs. After 2009, he continued his consultancy services under his own private company. He served as a member of the board of directors of Galatasaray Sportif A.Ş (2011-2012), Türkiye İş Bankası A.Ş (2011-2014), Dedeman Holding A.Ş. (2008-2014) and Dedeman Turizm Otelcilik Yatırım A.Ş. (2012-2014). He served as the independent board member, chairman of the audit committee and a member of the corporate management committee at Coca-Cola İçecek A.Ş. (2012-2018) and Anadolu Efes Biracılık ve Malt Sanayi A.Ş. (2012-2018). He also served as a member of the board of directors and chairman of the risk committee, representing the minority shareholder Partners Group of Enerji Yatırım Holding A.Ş (2014-2021), Enerya Gaz Dağıtım A.Ş (2014-2021), Enerya Gaz Ticaret A.Ş. (2014-2021). He was an independent member of the Board of Directors of Sabancı Holding A.S. (2018-2021), and chaired the audit and risk committee. Currently, he is a board member of Nurol Yatırım Bankası A.S. (2014), an independent board member of Enka İnşaat ve Sanayii A.S. (2018) and the chairman of the early risk detection committee and a member of the audit committee.

## DECLARATION OF INDEPENDENCE

With respect to the corporate governance principle numbered 4.3.6 of the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1, in order for me to be selected as an Independent Board Member of KIMTEKS POLIÜRETAN SANAYI VE TICARET ANONİM ŞİRKETİ (Company), I hereby agree, represent and undertake that I;

- a) do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or do not have established a significant commercial relation between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,
- b) have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service 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 time period when the corporation purchases or sells services or goods,
- c) have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- d) will not be serving as a full-time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- e) am residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31.12.1960 and numbered 193,
- f) am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) am able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
- h) have not conducted membership of board of directors more than a term of six years in the last ten years,
- i) am not 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 corporations and in more than five corporations in total which are admitted to the trading on the exchange,
- j) have not been registered and announced as a board member representing a legal entity.

I hereby submit this to the knowledge of the Board of Directors, shareholders and all relevant parties.

Sincerely yours,

**Mehmet Mete Basol**

## DECLARATION OF INDEPENDENCE

With respect to the corporate governance principle numbered 4.3.6 of the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1, in order for me to be selected as an Independent Board Member of KIMTEKS POLIÜRETAN SANAYI VE TICARET ANONİM ŞİRKETİ (Company), I hereby agree, represent and undertake that I;

- a) do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or do not have established a significant commercial relation between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,
- b) have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service 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 time period when the corporation purchases or sells services or goods,
- c) have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- d) will not be serving as a full-time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- e) am residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31.12.1960 and numbered 193,
- f) am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) am able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
- h) have not conducted membership of board of directors more than a term of six years in the last ten years,
- i) am not 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 corporations and in more than five corporations in total which are admitted to the trading on the exchange,
- j) have not been registered and announced as a board member representing a legal entity.

I hereby submit this to the knowledge of the Board of Directors, shareholders and all relevant parties.

**Omer Bakir**

ANNEX-3

PROFIT DISTRIBUTION TABLE						
Kimteks Poliüretan San. Ve Tic. A.Ş. Dividend Distribution Table for 2022 (TL)						
1. Paid in/Issued Capital					121.550.000	
2. General Legal Reserve (Based on Legal Records)					30.047.262,99	
information on the said privilege, in case of any privilege in profit distribution pursuant to the Articles of Association,					None.	
			Based on CMB		Based on Legal Records	
3.	Profit for the Period			549.375.780,00	497.869.083,50	
3A	Profit for the Period (Minority Share)			-688.295,00	0,00	
4.	Tax Income / (Expense)			48.673.969,00	0,00	
5.	Net Profit for the Period (=)			597.361.454,00	497.869.083,50	
6.	Previous Year's Losses (-)			0,00	0,00	
7.	General Legal Reserves (1st Order)			0,00	0,00	
7A.	2% of R&D Discount (Investment will be made in incubation centers and or venture capital that will remain in the company)			543.355,08	543.355,08	
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>			596.818.098,92	497.325.728,42	
9.	Donations During the Year (+)			294.416,50	0,00	
10.	Net Distributable Profit for the Period Added on Donations			597.112.515,42	497.325.728,42	
11.	First Dividend to Partners			298.556.257,71	298.556.257,71	
	- Cash			298.556.257,71	298.556.257,71	
	- Free			0,00	0,00	
	- Total			0,00	0,00	
12.	Dividend Distributed to Privileged Shareholders			0,00	0,00	
13.	Other Dividend Distributed			0,00	0,00	
	- To the Members of the Board of Directors,					
	- To the Employees					
	- To Persons Other than Shareholders					
14.	Dividend Distributed to Redeemed Share Holders			0,00	0,00	
15.	Second Dividend to Partners			0,00	0,00	
16.	General Legal Reserves (2nd Order)			29.247.875,77	29.247.875,77	
17.	Statuary Reserves			0,00	0,00	
18.	Special Reserves			0,00	0,00	
19.	<b>EXCESS RESERVES</b>			269.013.965,44	169.521.594,94	
20.	Other Assets Envisioned to be Distributed			0,00	0,00	
<b>DIVIDEND RATIOS TABLE</b>						
	GROUP	TOTAL PROFIT DISTRIBUTED SHARE		TOTAL DISTRIBUTED ADVANCE DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	NOMINAL VALUE OF 1 TL PROFIT CORRESPONDING TO SHARE SHARE	
		CASH (TL)	FREE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
GROSS	A	81.055.997,57	0	50%	2,4562	245,624
	B	217.500.260,14	0	50%	2,4562	245,624
	TOTAL	298.556.257,71	0	50%	2,4562	245,624
NET	A	72.950.397,81	0	45%	2,2106	221,062
	B	195.750.234,13	0	45%	2,2106	221,062
	TOTAL	268.700.631,94	0	45%	2,2106	221,062