

MINUTES OF THE 2025 ORDINARY GENERAL ASSEMBLY MEETING OF KİMTEKS POLİÜRETAN SANAYİ VE TİCARET A.Ş. HELD ON 4 JUNE 2026

The general assembly of Kimteks Poliüretan Sanayi ve Ticaret A.Ş. (the “Company”) has convened on 4 June 2026 Thursday at 11:00 at the meeting address of İnkilap Mah. Dr. Adnan Büyükdeniz Cad. No:13, B Blok, Kat:2, İç Kapı No:6 34768, Ümraniye/Istanbul under the supervision of the Ministry Representative Huriye Aksoy who was assigned by the letter dated 03.06.2026 and numbered 122687745 of the Ministry of Trade of the Republic of Türkiye.

It has been understood that the invitation and announcement for the meeting was delivered by hand to Group A shareholders on 06.05.2026 in a manner to include the agenda as stipulated in the law and articles of association, that the Ordinary General Assembly meeting would be held with an announcement pursuant to Article 414 of the Turkish Commercial Code, and that the announcement regarding such meeting was announced on page 12 of the Turkish Trade Registry Gazette dated 8 May 2026 and numbered 11579, and that it was also announced on the Company's official website of <https://kimpur.com/tr/> and on the Public Disclosure Platform (PDP) on 6 May 2026, and that the Electronic General Assembly was held via e-GAS (E-General Assembly System) and that there was no objection to the Ordinary General Assembly meeting.

As revealed by the list of attendees, it has been understood that out of 486,200,000 shares corresponding to TL 486,200,000 of the total share capital of our Company; 166.211.018,00 shares corresponding to TL 166.211.018 of the total share capital were represented in person and 160.919.667,00 shares corresponding to TL 160.919.667 of the total share capital were represented by proxy, and thus, 327.130.685 shares were represented in total, and therefore, the meeting quorum stipulated in both the law and the articles of association was met.

It was stated that the General Assembly meeting would be held both physically and electronically, and that some of the Company's shareholders could attend the meeting electronically through the Electronic General Assembly System (e-GEMS) operated by the Central Securities Depository of Türkiye (MKK). It was further noted that the publication on the Public Disclosure Platform (KAP) of the personal information of individual shareholders or their representatives included in the List of Attendees obtained through e-GEMS is subject to the consent of the relevant person. Information was also provided regarding matters requiring particular attention during the General Assembly meeting, especially the procedures for voting.

Pursuant to paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code, it was determined that the Company had fulfilled its electronic General Assembly preparations in compliance with the applicable legal regulations. Ms. Emine Erbaş, who holds the "Central Securities Depository Electronic General Assembly System Certification of Expertise," was appointed to operate the electronic General Assembly system.

The meeting was opened simultaneously in both physical and electronic environments, and discussion of the agenda items commenced.

AGENDA ITEMS

Item 1 - Opening and foundation of the meeting chairmanship.

The meeting was opened by Ms. Cavidan Karaca. Pursuant to the item, the formation of the Meeting Chairmanship was initiated. It was proposed that Ms. Cavidan Karaca be elected as the Chair of the Meeting, Ms. Reyhan Uzun as the Minutes Clerk and Ms. Emine Erbaş as the Vote Collector, and this proposal was approved by majority vote, with 855,125,259 affirmative votes against 5,426 dissenting votes cast by the shareholders present at the meeting.

Subsequently, it was announced that the Company's Articles of Association, Share Ledger, the Board of Directors' Annual Report for the 2025 fiscal year, the Independent Auditor's Report, the Financial Statements, the Board of Directors' Proposal regarding Profit Distribution, the List of Attendees, the agenda of the General Assembly meeting, the detailed General Assembly Information Document containing the explanations and relevant documents required under the mandatory Corporate Governance Principles with respect to the agenda items, the issue of the Turkish Trade Registry Gazette relating to the meeting announcement, and other relevant documents were available at the meeting venue. It was further stated that Chairman of the Board Mr. Yuda Leon Mizrahi, Vice Chairperson of the Board Ms. Cavidan Karaca, and Mr. Gökhan Yalçın, representing DRT Independent Audit and Certified Public Accountants Inc., were present at the meeting hall.

Item 2 – Authorizing the Meeting Chairmanship to sign the Meeting Minutes.

Pursuant to the 2nd item of the Agenda, authorization of the Meeting Presidency to sign the minutes of the General Assembly Meeting on behalf of the shareholders was approved unanimously by the attendees.

Item 3 - Reading, discussing and submitting the Annual Report of the Board of Directors for 2025.

Pursuant to Item 3 of the Agenda, the reading, discussion and approval of the Board of Directors' Annual Report for the year 2025 was taken up.

In line with the proposal submitted, it was resolved that the Board of Directors' Annual Report for the year 2025, prepared by the Company's Board of Directors, be deemed as read since it had been made available for the review of the shareholders within the statutory period, three weeks prior to the date of the General Assembly meeting (excluding the dates of announcement and the meeting), at the Company's headquarters, on the Public Disclosure Platform (KAP), on the Company's official website at <https://kimpur.com/tr/> and within the General Assembly documents on the Electronic General Assembly System (e-GEMS). The proposal was approved unanimously by the participants.

The discussion on the 2025 Annual Report was opened. No comments were made either in favor of or against the report. Pursuant to the agenda item, the voting on the Board of Directors' Annual Report for the year 2025 was conducted. As a result of the voting, the 2025 Annual Report was approved unanimously by the participants.

Item 4 – Reading and discussing the Independent Audit Institution's opinion and report on the accounting period of 2025.

Pursuant to Item 4 of the Agenda, the reading and discussion of the Independent Auditor's opinion and report regarding the 2025 fiscal year were taken up. In line with the proposal submitted, it was resolved that the Independent Auditor's Report for the year 2025, prepared by DRT Independent Audit and Certified Public Accountants Inc., be deemed as read in its entirety, since it had been made available for the review of the shareholders within the statutory period, three weeks prior to the date of the General Assembly meeting (excluding the dates of announcement and the meeting), at the Company's headquarters, on the Public Disclosure Platform (KAP), on the Company's official website at <https://kimpur.com/tr/>, and within the General Assembly documents on the Electronic General Assembly System (e-GEMS), and that the reading of the independent auditor's opinion be approved by majority vote with 848.536.182 affirmative votes against 6.594.503 dissenting votes.

The auditor's opinion included in the Independent Auditor's Report was read to the General Assembly by Independent Auditor Mr. Gökhan Yalçın, and the matter was opened for discussion. The 2025 fiscal year Independent Auditor's opinion and report were read and discussed. The shareholders were asked whether they had any questions. No comments were made.

Item 5- Reading, discussing and submitting the financial statements for the accounting period of 2025.

Pursuant to Item 5 of the Agenda, the reading, discussion, and approval of the financial statements for the 2025 fiscal year were taken up. In line with the proposal submitted, it was resolved that the financial statements for the year 2025, prepared by DRT Independent Audit and Certified Public Accountants Inc. as part of the Independent Auditor's Report, be deemed as read in their entirety, since they had been made available for the review of the shareholders within the statutory period, three weeks prior to the date of the General Assembly meeting (excluding the dates of announcement and the meeting), at the Company's headquarters, on the Public Disclosure Platform (KAP), on the Company's official website at <https://kimpur.com/tr/>, and within the General Assembly documents on the Electronic General Assembly System (e-GEMS). It was further resolved that only the main items of the balance sheet and income statement be read. The proposal was approved unanimously by the participants.

The main items of the balance sheet and income statement for the year 2025 were read to the General Assembly by our Accounting Director, Ms. Reyhan Uzun. The financial statements were then opened for discussion.

One of our participants, Mr. Doğukan Dünmez, took the floor and raised the following question, which was answered by our Deputy Chairperson of the Board, Ms. Cavidan Karaca, as set out below:

- Doğukan Dünmez: The proportion of your short-term liabilities appears to be high within your total debt structure. Why do you not prefer to move towards long-term borrowings?
- Cavidan Karaca: Due to the currently high level of interest rates in the market conditions, we do not find it appropriate to enter into long-term loan agreements at prevailing rates during this period. In order to manage our financing structure more flexibly, we prefer short-term borrowing and continue to monitor potential improvements in the interest rate environment.

Pursuant to the relevant agenda item, the approval of the 2025 financial statements was put to vote. As a result of the voting, the financial statements were approved unanimously by the participants.

Item 6 – Release of the Members of the Board of Directors separately for the activities, transactions and accounts for the accounting period of 2025.

Pursuant to Item 6 of the Agenda, the release (discharge) of the Members of the Board of Directors in relation to the Company's operations, transactions, and accounts for the 2025 fiscal year was proceeded with on an individual basis. As a result of the voting, the Members of the Board of Directors were discharged by the attendees unanimously. The members of the Board of Directors did not participate in the voting regarding their own discharge.

Item 7 - Reading and submission for approval of the Board of Directors' proposal regarding profit distribution for the 2025 fiscal period.

Pursuant to Item 7 of the Agenda, the reading, discussion, and submission for approval of the Board of Directors' proposal dated 06.05.2026 and numbered 2026/10 regarding the distribution of profit for the 2025 accounting period were proceeded with.

It was stated that, in 2025, the Company's consolidated financial statements prepared in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board's Communiqué Serial: II-14.1 "Communiqué on the Principles of Financial Reporting in Capital Markets," in compliance with the Turkish Accounting Standards/Turkish Financial Reporting Standards (TAS/IFRS) issued by the Public Oversight, Accounting and Auditing Standards Authority (POA) and the mandatory formats determined by the Capital Markets Board, as well as the statutory financial statements prepared under the provisions of the Tax Procedure Law (VUK), reflected a net loss for the period. Therefore, based on the Board of Directors' resolution dated 06.05.2026 and numbered 2026/10, it was proposed that no profit distribution be made for the 01.01.2025–31.12.2025 fiscal period. The proposal was put to a vote. As a result of the voting, it was approved unanimously by the attendees.

Item 8- Election of the members of the Board of Directors and determination of their terms of office.

Pursuant to Item 8 of the Agenda, in line with the proposal submitted by Mr. Yuda Leon Mizrahi, holder of Group A shares of the Company, regarding the election of the members of the Board of Directors and determination of their terms of office; it was resolved that, pursuant to Article 7 titled "Board of Directors and Term" of the Company's Articles of Association, the Board of Directors, which is required to consist of no fewer than 5 (five) and no more than 10 (ten) members, shall be composed of 5 (five) members, including 2 (two) independent members. Accordingly:

- Mr. Yuda Leon Mizrahi, Ms. Cavidan Karaca, and Mr. İsak İzi Mizrahi were elected as members of the Board of Directors for a term of 3 (three) years.
- Upon the recommendation of the Corporate Governance Committee and by resolution of the Board of Directors, and considering that the Capital Markets Board (CMB) did not issue a negative opinion in its letter dated 08.05.2026 regarding the independent board members, Mr. Mehmet Mete Başol and Ms. Taç Kılavuz were elected as Independent Members of the Board of Directors for a term of 1 (one) year.

The proposal was put to a vote. As a result of the voting, it was approved unanimously by the attendees.

Item 9 – Providing information about the payments made to the members of the Board of Directors and senior executives in the accounting period of 2025, determination of the attendance fees and remuneration to be paid to the members of the Board of Directors, in 2026.

Pursuant to Item 9 of the Agenda, information was provided by Ms. Cavidan Karaca regarding the payments made to the Members of the Board of Directors and senior executives during the 2025 fiscal period.

Under the same agenda item, in line with the proposal submitted regarding the remuneration (attendance fees) to be paid to the Members of the Board of Directors, it was resolved that, effective from the date of this Ordinary General Assembly until the date of the next Ordinary General Assembly, a monthly gross total amount of TL 2,282,100 shall be paid to the Members of the Board of Directors, and a monthly gross total amount of TL 304,200 shall be paid to the Independent Members of the Board of Directors.

As a result of the voting, the proposal was approved by majority vote with 848.536.182 dissenting votes against 6.594.503 affirmative votes.

Item 10 – Approval of the Independent Audit Firm proposed by the Board of Directors for the audit of the accounts and transactions for the year 2026, in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board of Turkey.

Pursuant to Item 10 of the Agenda, the proposal of the Board of Directors dated 06.05.2026 and numbered 2026/09 regarding the appointment of an independent audit firm was submitted for approval. In this context, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., registered with the Istanbul Trade Registry Directorate under registry number 201465-0, MERSIS number 0146002240500015, and tax identification number 1460022405 at Boğaziçi Corporate Tax Office, with its registered address at Kılıçlı Paşa Mah. Meclis-i Mebusan Cad. No:8, Internal Door No:301, Beyoğlu / Istanbul, was proposed to be appointed as the independent audit firm for the Company's 2026 fiscal year. The appointment would cover the audit of the Company's financial reports and the performance of other duties required under the relevant legislation.

As a result of the voting, it was resolved that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, registered with the Istanbul Trade Registry Directorate under registry number 201465-0, MERSIS number 0146002240500015, and tax identification number 1460022405 at Boğaziçi Corporate Tax Office, with its registered address at Kılıçlı Paşa Mah. Meclis-i Mebusan Cad. No:8, Internal Door No:301, Beyoğlu / Istanbul, be appointed as the independent audit firm for the 2026 fiscal year, with the approval by majority vote with 855.125.259 affirmative votes against 5.426 dissenting votes.

Item 11 – Approval of the independent audit firm designated by the Board of Directors to conduct a limited assurance review of the sustainability report for the year 2026, prepared in compliance with the Türkiye Sustainability Reporting Standards, in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority.

Pursuant to Item 11 of the Agenda, the proposal of the Board of Directors dated 03.06.2026 and numbered 2026/15 was submitted for approval. In this context, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, registered with the Istanbul Trade Registry Directorate under registry number 201465-0, MERSIS number 0146002240500015, and tax identification number 1460022405 at Boğaziçi Corporate Tax Office, with its registered address at Kılıçlı Paşa Mah. Meclis-i Mebusan Cad. No:8, Internal Door No:301, Beyoğlu / Istanbul, was proposed to be appointed to carry out, without limitation, the mandatory sustainability assurance audit of the Sustainability Report to be prepared for the year 2026 in accordance with the Turkish Sustainability Reporting Standards issued by the Public Oversight, Accounting and Auditing Standards Authority (POA), as well as other related activities under the applicable regulations. As a result of the voting, it was resolved that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi be appointed to perform the limited assurance engagement of the 2026 Sustainability Report prepared in accordance with the Turkish Sustainability Reporting Standards, with the approval of majority vote with 848.530.756 affirmative votes against 6.599.929 dissenting votes.

Item 12- Reading, discussion, and approval of the Sustainability Reports for the years 2024 and 2025, prepared in compliance with the Türkiye Sustainability Reporting Standards and subject to mandatory sustainability assurance audits, in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority.

Pursuant to Item 12 of the Agenda, in line with the proposal submitted, it was stated that the Sustainability Reports for the years 2024 and 2025, prepared in accordance with the Turkish Sustainability Reporting Standards issued by the Public Oversight, Accounting and Auditing Standards Authority (POA), in compliance with the provisions of the Turkish Commercial Code, relevant regulations, and the Capital Markets Law, and subject to mandatory sustainability assurance audit by DRT Independent Audit and Certified Public Accountants Inc., had been made available for shareholders' review within the statutory period three weeks prior to the general assembly meeting date by being published at the Company headquarters, on the Public Disclosure Platform (KAP), on the Company's official website at <https://kimpur.com/tr/>, and within the general assembly documents on the Electronic General Assembly System (e-GKS). Accordingly, it was proposed that the said reports be put to vote without being read. The proposal was submitted to vote. As a result of the voting, it was approved by majority vote with 855.125.259 dissenting votes against 5.426 affirmative votes.

Pursuant to the approved proposal, the 2024 Sustainability Report was first submitted to vote without being read. As a result of the voting, it was approved unanimously by the attendees / by majority vote with 5.426 dissenting votes

against 855.125.259 affirmative votes.

The 2025 Sustainability Report was then submitted to vote without being read. As a result of the voting, it was approved unanimously by the attendees / by majority vote with 5.426 dissenting votes against 855.125.259 affirmative votes.

Item 13- Informing the shareholders about the donations and aids made in 2025 and determining the upper limit for the donations and aids to be made in 2026

Pursuant to Item 13 of the Agenda, the shareholders were informed by Ms. Cavidan Karaca regarding donations and grants made in 2025. It was stated that the Company made donations and grants amounting to TRY 1,045,800 in 2025.

Within the same agenda item, in accordance with the proposal submitted regarding the determination of the upper limit for donations and grants to be made in 2026, it was resolved, pursuant to Article 19 titled "Donations" of the Company's Articles of Association, that the upper limit for donations and grants be set at TRY 2,000,000. As a result of the voting, the proposal was approved by majority vote with 855.125.259 affirmative votes against 5.426 dissenting votes.

Item 14- Informing the shareholders about the income or benefits obtained by the Company in 2025 with the guarantees, pledges, mortgages and sureties given in favor of third parties,

Pursuant to Item 14 of the Agenda, the shareholders were informed by Ms. Cavidan Karaca regarding the guarantees, pledges, mortgages, and sureties provided by the Company in favor of third parties in 2025, as well as any income or benefits derived therefrom. The shareholders were asked whether they had any questions. No comments were made. As this agenda item was for informational purposes only, no voting was conducted.

Item 15- Informing the shareholders about the transactions made with related parties in 2025 pursuant to the decision of the Capital Markets Board.

Pursuant to Item 15 of the Agenda, the shareholders were informed by Ms. Cavidan Karaca that, in accordance with the decision of the Capital Markets Board, disclosures regarding the Company's transactions with related parties carried out during 2025 are included in Note 4 of the Independent Audit Report dated 31.12.2025. The shareholders were asked whether they had any questions. No comments were made. As this agenda item was for informational purposes only, no voting was conducted.

Item 16- Informing the shareholders about the transactions carried out in 2025 by the shareholders holding management control, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree, within the scope of Corporate Governance Principle No. (1.3.6) set out in the annex to the Communiqué No. II-17.1 of the Capital Markets Board of Turkey.

Pursuant to Item 16 of the Agenda, the shareholders were informed by Ms. Cavidan Karaca that no transactions falling within the scope of Article 1.3.6 of the annex to the Corporate Governance Communiqué were carried out during 2025. The shareholders were asked whether they had any questions. No comments were made. As this agenda item was for informational purposes only, no voting was conducted.

Item 17- Granting permission to the shareholders holding management control, members of the Board of Directors, persons with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code.

Pursuant to Item 17 of the Agenda, the granting of authorization to the shareholders controlling the management, members of the Board of Directors, executive management, and their spouses and relatives by blood or marriage up to the second degree, in accordance with Articles 395 and 396 of the Turkish Commercial Code and the Corporate Governance Communiqué of the Capital Markets Board, was submitted to voting. As a result of the voting, the proposal was approved unanimously by the participants. Within the same agenda item, the shareholders were informed by Ms. Cavidan Karaca that no transactions falling within the scope of this authorization were carried out during 2025. The shareholders were asked whether they had any questions. No comments were made.

Item 18- Requests.

Pursuant to Item 18 of the Agenda, the meeting proceeded to the "miscellaneous" section for wishes and closing remarks.

As there were no further items on the agenda to be discussed and no shareholders objected to the resolutions adopted, the General Assembly was concluded by the Chairperson of the Meeting at 12:11 hours.

CHAIRMAN OF THE MEETING
Cavidan Karaca

MINUTES CLERK
Reyhan Uzun

VOTE COLLECTOR
Emine Erbař

MINISTRY REPRESENTATIVE
Huriye Aksoy