

**DISCLOSURE DOCUMENT**  
**ON ORDINARY GENERAL ASSEMBLY MEETING FOR 2022 TO BE HELD BY**  
**AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ ON APRIL 4, 2023**

Our Company shall hold an Ordinary General Assembly Meeting for 2022 on 1 April 2023 at 10:30 at the corporate plant located in Merkez Mahallesi Ali Raif Dinçkök Caddesi No: 2 Taşköprü Çiftlikköy Yalova in order to discuss and resolve on the agenda items provided below.

Shareholders who shall not be able to attend the meeting in person are required to issue a power of attorney in conformity with sample power of attorney available in the annex hereto (Annex-1), or obtain it from the Corporate head office in Merkez Mahallesi Ali Raif Dinçkök Caddesi No: 2 Taşköprü Çiftlikköy Yalova or corporate website at [www.aksa.com](http://www.aksa.com) and also to fulfil such requirements that are listed in the Communiqué on Voting by Attorneys and Calls for Gathering of Proxies (the “Communiqué”) No. (II-30.1) of the Capital Market Board, published in the Official Gazette No. 28862 of 24.12.2013. The Representation by a proxy at the General Assembly Meeting shall only be possible through the utilization of the sample power of attorney available in the Annex 1 hereto. In case of appointment of an attorney via the Electronic General Assembly System (EGKS) in accordance with applicable regulations of the Central Registry Agency (“MKK”), then the utilization of the power of attorney available in the Annex 1 shall not be required provided that it must conform to the principles detailed in the Communiqué. Shareholders having the right to vote may appoint their attorneys by approving the signature available on the power of attorney issued physically or via EGKS, or by attaching a signature declaration drawn up before a notary public to the signed power of attorney form.

Pursuant to Article 1527 of the Turkish Commercial Code No. 6102, the shareholders may attend the General Assembly Meetings in person, or may also attend through electronic media and cast their votes as such. Attendance through electronic media shall only be possible with the use of secured electronic signatures of the shareholders or representatives. The shareholders casting votes through the EGKS must thus first obtain a secured electronic signature and be registered in the e-investor investor information center. The shareholders or representatives who are not registered in e-investor investor information center, or who do not have any secured electronic signatures cannot attend General assembly Meetings through electronic media via EGKS.

The shareholders or their attorneys intending to attend the General Assembly Meeting through electronic media shall be required to complete necessary formalities laid down in the “Regulation on General Assembly Meetings of Stock Companies to be held in Electronic Environment” as published via the Official Gazette No. 28395 of 28.08.2012 as well as in the “Communiqué on Electronic General Assembly System to be Used for in General Assembly Meetings of Stock Companies” as published via the Official Gazette No. 28396 of 29.08.2012. Otherwise they will not be able to attend the meeting.

Since the general assembly meeting shall be held in electronic media, it is kindly requested that the shareholders be ready at the venue before the meeting time so that the meeting can start in time.

The Integrated Annual Board Report for 2022 which has been prepared in line with the provisions of the applicable regulations of the Capital Market Board and Turkish Ministry of Trade as well as Independent Audit Report, Financial Statements, Proposal on Distribution of Dividends comprised of the necessary remarks and documents as laid down in mandatory Corporate Governance Principles shall be made available to the Shareholders in our corporate office, corporate website ([www.aksa.com](http://www.aksa.com)) and electronic general assembly portal of MKK in addition to the Public Disclosure Platform (KAP) ([www.kap.gov.tr](http://www.kap.gov.tr)) for review 3 weeks prior to the meeting date excluding the announcement and meeting days.

Please kindly be advised.  
Sincerely yours,

**AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ**

## ADDITIONAL DISCLOSURES UNDER REGULATIONS OF CMB

The additional disclosures required under the Corporate Governance Principle no. 1.3.1 laid down in the “Corporate Governance Communiqué” no. (II-17.1) of CMB are explained below to the extent that they have any relevance to the agenda items:

### 1. Information on total number of shares reflecting the shareholding structure, the number of shares representing each group of privileged shares, if any, and the rights to vote and attributes of privileges:

The Company’s fully paid up capital, issued out of the registered capital cap of the Company in the sum of TRY 650.000.000,00, amounts to TRY 323.750.000,00. The issued capital is divided into a total of 32.375.000.000 shares, each having a par value of 1 (one) kurush.

All of the shares are registered without any distinction as to share class or privileged shares.

The shareholding structure and voting rights are summarized in the following chart:

Shareholder	Capital Share (TL)	Capital Ratio (%)	Voting Rights (Number of Shares)	Ratio of Voting Rights (%)
Akkök Holding A.Ş.	128.165.619,94	39,59	12.816.561.994	39,59
Emniyet Ticaret ve Sanayi A.Ş.	69.580.000,97	21,49	6.958.000.097	21,49
Other (*)	126.004.379,09	38,92	12.600.437.909	38,92
<b>TOTAL</b>	<b>323.750.000,00</b>	<b>100,00</b>	<b>32.375.000.000</b>	<b>100,00</b>

(\*) As of March 6, 2023, 35,36% of the shares of Aksa are actively traded in Borsa İstanbul (BIST).

### 2. Information on changes in the management and activities of our company and in affiliates that occurred in preceding account period, or that are planned to be performed during subsequent account periods, which may have a material impact on the Company’s activities; together with reasons of these changes:

There is no actual or planned change in the management and activities of the company or its significant affiliates and subsidiaries which might have a material impact on the activities conducted by the company.

As announced on 17 November 2022, the sale and transfer of shares of Aksa Egypt Acrylic Fiber Industry SAE to Wassilatex Spinning Company ("Wassilatex"), a third party, which is a non-related party established in Egypt, for LE 49,917,450 continues.

### 3. Information on reasons for discharges of or changes in, if any, or selection of, members of the board of directors as per the agenda of general assembly meeting; resumes of persons whose nominations as member of the board of directors have been submitted to the partnership; their business performances realized in the last ten years and reasons for their quit; nature of their relationships with partnership and related parties and level of priority; whether they have independence or not; and issues that may

**affect the partnership activities if these persons are elected as members of the board of directors:**

Pursuant to the 8th item of the agenda; the determination of the number of the members of the Board of Directors, their terms of office and the election of the Members of the Board of Directors and the Independent Members of the Board of Directors according to the determined number of members will be submitted to the approval of the General Assembly. The CVs of the members of the Board of Directors and the Declaration of Independence regarding the independent member candidates are presented in Annex-2.

**4. Proposals made by the shareholders for inclusion of items into the meeting agenda by submitting the same to the Investor Relations Department in written form; proposals which are rejected and reasons for rejection in case any proposals of the shareholders are rejected by the board of directors:**

No written proposal has been forwarded for inclusion of any additional items into the agenda for the ordinary general assembly meeting where the activities of 2022 shall be discussed.

**5. If applicable, board resolution for amendment to the articles of association together with new and previous forms of the articles of association:**

The meeting agenda does not include any item as to amendment to the articles of association.

#### **REMARKS ABOUT THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 4 APRIL 2023**

**1. Opening of the meeting and election of the Presiding Board of the General Assembly,**

Pursuant to the provisions of “Turkish Commercial Code” (the “TCC”), “Regulation on Rules and Principles of General Assembly Meetings of Incorporations and Attendance of Representatives of Ministry” (the “Regulation”) and Internal Directive on General Assembly Meetings, a meeting chairman shall be elected to preside the meeting after which the Meeting Chairman shall duly constitute the Meeting Council.

**2. Reading and discussing the Annual Report for 2022 which was prepared by the Board of Directors,**

The General Assembly shall discuss the Annual Board Report prepared in line with the provisions of the applicable regulations of the Capital Market Regulation and Turkish Ministry of Customs in a manner to contain the Compliance Report on Corporate Governance Principles and presented to the shareholders in the corporate office, electronic general assembly portal of MKK, KAP and corporate website ([www.aksa.com](http://www.aksa.com)) three (3) weeks prior to the meeting date excluding the announcement and meeting days.

**3. Reading the Independent Audit Report for 2022,**

This agenda item refers to reading out the Audit Report presented to the shareholders in the corporate office, electronic general assembly portal of MKK, KAP and corporate website ([www.aksa.com](http://www.aksa.com)) three (3) weeks prior to the meeting date excluding the announcement and meeting days under the relevant provisions of the Capital Market Regulation and TCC.

**4. Reading, discussing and approval of the Financial Statements for the year 2022,**

This agenda item refers to reading out and approving the financial statements presented to the shareholders in the corporate office, electronic general assembly portal of MKK, KAP and corporate website ([www.aksa.com](http://www.aksa.com)) three (3) weeks prior to the meeting date excluding

the announcement and meeting days under the relevant provisions of the Capital Market Regulation and TCC.

**5. Releasing the members of the Board of Directors individually with regard to the Company's activities in 2022,**

The General Assembly shall decide on the individual release of the directors with respect to the corporate activities conducted in 2022 under the relevant provisions of the Capital Market Regulation and TCC.

**6. Determining the usage of profit, percentages of profit distribution and profit sharing,**

This agenda item refers to approval of the Board Proposal for Distribution of Dividends presented to the shareholders as of 15 February 2023.

The Dividend Distribution Chart and Proposal for Distribution of Dividends are available in Annex-3 and Annex-4 respectively.

**7. Determination of remuneration for the Board Members and Independent Directors,**

The General Assembly shall determine the monthly remuneration payable to the Directors in 2023 with due regard for the suggestions of the Corporate Governance Committee in line with the applicable provisions of Capital Market Regulation, TCC, articles of association and wage policy of the company.

**8. Determining the number and the duty terms of the Members of the Board of Directors and, according to the decided number of members, electing the Members of the Board of Directors and the Members of the Independent Board of Directors,**

The General Assembly shall determine the number of members of board of directors and their term office and duly elect the directors and independent directors pursuant to the applicable provisions of Capital Market Regulation, TCC and Articles of Association of the Company.

Lale Develioğlu, Güler Aras and Kamil Batur Şulen are nominated in board of directors decision regarding Corporate Governance Committee's proposal. In the letter dated 17.02.2023 and numbered E-29833736-110.07.07-33400, sent by the CMB, it is specified that it has been decided not to declare any adverse opinion regarding the candidates.

The curriculum vitae of nominees and the Independence Declarations of nominees for independent directors are provided in Annex-2.

**9. Submitting the selection of the Independent Auditor for approval pursuant to the Turkish Commercial Code, the 'Communiqué on Independent Auditing Standards in Capital Markets' issued by the Capital Markets Board of Turkey, and the decision of the Board of Directors on the matter,**

In accordance with applicable provisions of the "Communiqué on Independent Audit Standards at Capital Markets" of the Capital Market Board and with Turkish Commercial Code, the election of an independent audit firm as proposed by the Board of Directors for the fiscal year of 2023 in consideration of remarks delivered by our Audit Committee, shall be presented for approval of our shareholders at the General Assembly Meeting.

**10. Pursuant to the Capital Markets Board's Communiqué on Corporate Governance, in the event that controlling shareholders, members of the Board of Directors, executive management and their first and second degree relatives by blood or by marriage have carried out significant transactions that may result in conflict of interest either with the Company or its subsidiaries, and/or have carried out commercial transactions in**

**the same line of business with the Company or its subsidiaries either by themselves or on behalf of others, or have become partners without limits of liability in a company that is engaged in the same line of business, informing the shareholders with regard to such transactions,**

Members of the board of directors may be involved in any dealings within the framework of the Article 395 (1) “No Dealings with and No Loans From Company” and Article 396 “No Competition” of the Turkish Commercial Code, only prior consent of the General Assembly Meeting. The directors were endowed with the permissions and powers provided in Articles 395 and 396 of Turkish Commercial Code at the ordinary general assembly meeting for 2021 which was held on 01.04.2022.

In accordance with the mandatory Corporate Governance Principle No. 1.3.6. of the Capital Market Board, in the event that the shareholders having a managerial control, members of the Board of Directors, managers having administrative responsibilities, and their spouses and relatives by blood or marriage up to second degree, have been involved in any transactions which may pose a conflict of interests with the company or its affiliates and/or have been involved in a process within scope of commercial activities of the company or its affiliates on their names or on behalf of third parties, or been involved in any other company dealings within scope of commercial activities as an unlimited partner, then these transactions will be included in the agenda of the General Assembly Meeting as a separate item in order to provide detailed information about these transactions and be recorded into the minutes of the General Assembly Meeting.

Information will be provided to our shareholders at the General Assembly Meeting in accordance with this Corporate Governance Principle.

**11. Pursuant to articles 395 and 396 of the Turkish Commercial Code, granting permission and authority to the members of the Board of Directors,**

The shareholders shall be asked to provide approval for granting the permissions and powers to the Directors in line with Articles 395 and 396 of the Turkish Commercial Code.

**12. Informing shareholders with regard to share buyback pursuant to board of directors decision taken and notified in public disclosure platform at 20 February 2023 In accordance with the permission granted within the framework of the announcement made by the Capital Markets Board with the principle decision dated 14 February 2023 and numbered 9/177,**

In accordance with the authorization given within the framework of the announcement released by the Capital Markets Board with the principal decision dated February 14, 2023, and numbered 9/177, our company disclosed a PDP (Public Disclosure Platform) following the Board of Directors’ decision taken on February 20, 2023. Accordingly;

To protect the interests of the Company's smaller shareholders and to promote healthy price formation, the Company has chosen to buy-back its shares for a period of 3 (three) years, with a maximum fund amount of TL 1.5 billion and a maximum share limit of TL 20 million in nominal value, if deemed necessary. In this respect, Board Member and General Manager Mr. Cengiz TAŞ and Financial Affairs Director Mr. Erdinç KAZAK are authorized.

As of the date of publication of our information document on the stock exchange, the Company has not bought-back any shares pursuant to this authority.

**13. Approval of increasing the cap for donations and grants indicated in the Corporate Donation and Grant Policy as per the Capital Market Law and “Profit Share Communiqué” no. (II-19.1) of the Capital Market Board,**

The General Assembly shall be proposed to provide approval for resetting the cap for donations and grants as TRY 50.000.000,00 with due regard for future requirements in line with the provisions of the Corporate Governance Communiqué of the Capital Market Board, Profit Share Communiqué no. (II-19.1) and articles of association.

**14. Pursuant to the Capital Markets Law, informing the shareholders about the donations and aid made by the Company in 2022,**

The General Assembly shall be informed of the donations amounting to TRY 11.773.526 in 2022 pursuant to the Corporate Governance Principle no. 1.3.10 under the Corporate Governance Communiqué of the Capital Market Board.

**15. Pursuant to Article 12 of the Communiqué on Corporate Governance, informing the shareholders about the sureties, pledges, mortgages and guarantees given by the Company in favor of third parties and on the income and benefits acquired by the Company in 2022,**

The General Assembly shall be informed of the fact that no mortgages, liens, bails, and securities were provided for the benefit of third parties in 2022.

**ANNEXES:**

- 1.** Power of Attorney form,
- 2.** Resumes of Candidate Members of the Board Of Directors and Independence Declarations
- 3.** Profit Distribution Statement,
- 4.** Profit Distribution Proposal,

## ANNEX-1-

I/We hereby appoint ..... described in detail herein as my/our proxy authorized to represent me/our Company, to cast vote, to make proposal and to sign the necessary documents in the direction of the opinions I/we specify herein at the Ordinary General Assembly Meeting of AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ to be held for the year 2022 on 01.04.2022 at 10:30 in factory located at the address “Merkez Mahallesi Ali Raif Dinçkök Caddesi No: 2 Taşköprü Çiftlikköy Yalova”.

Of the Proxy (\*):

Name-Surname / Trade Name:

TR Identification Number / Tax Account Registration - Number and Central Registration System

Number

(\*)Equivalent of the said information, if any, should be presented for the proxies of foreign citizen.

### A) SCOPE OF THE POWER OF ATTORNEY

The scope of the power of attorney should be determined by selecting one of the alternatives (a), (b) or (c) for the sections 1 and 2 herein.

#### 1. Regarding The Issues Included in the Agenda of the General Assembly;

a) The Proxy is authorized to cast vote in the direction of his/her opinion;

b) The Proxy is authorized to cast vote in the direction of the proposals of the partnership management;

c) The Proxy is authorized to cast vote in the direction of the instruction specified in the Table herein.

#### Instructions:

In the case where the alternative (c) is selected by the shareholder, the instructions regarding the agenda item shall be given by making one of the alternatives given opposite to the agenda item (yes or no) and in the case where the alternative of “no” is selected, by specifying the dissenting opinion in the minutes of the general assembly.

Agenda Items (*)	Yes	No	Dissenting Opinion
1. Opening of the meeting and election of the Presiding Board of the General Assembly,			
2. Reading and discussing the 2022 Annual Report prepared by the Board of Directors,			
3. Reading the Auditors' Report for the year 2022,			
4. Reading, discussing and approval of the Financial Statements for the year 2022,			
5. Releasing the members of the Board of Directors individually with regard to the Company's activities in 2022,			
6. Determining the usage of profit, percentages of profit distribution and profit sharing,			
7. Determination of remuneration for the Board Members and Independent Directors,			
8. Determining the number and the duty terms of the Members of the Board of Directors and, according to the decided number of members, electing the Members of the Board of Directors and the Members of the Independent Board of Directors,			
9. Submitting the selection of the Independent Auditor for approval pursuant to the Turkish Commercial Code, the ‘Communiqué on Independent Auditing Standards in Capital			



Markets' issued by the Capital Markets Board of Turkey, and the decision of the Board of Directors on the matter,			
10. Pursuant to the Capital Markets Board's Communiqué on Corporate Governance, in the event that controlling shareholders, members of the Board of Directors, executive management and their first and second degree relatives by blood or by marriage have carried out significant transactions that may result in conflict of interest either with the Company or its subsidiaries, and/or have carried out commercial transactions in the same line of business with the Company or its subsidiaries either by themselves or on behalf of others, or have become partners without limits of liability in a company that is engaged in the same line of business, informing the shareholders with regard to such transactions,			
11. Pursuant to articles 395 and 396 of the Turkish Commercial Code, granting permission and authority to the members of the Board of Directors,			
12. Informing shareholders with regard to share buyback pursuant to board of directors decision taken and notified in public disclosure platform at 20 February 2023 In accordance with the permission granted within the framework of the announcement made by the Capital Markets Board with the principle decision dated 14 February 2023 and numbered 9/177,			
13. Approval of increasing the cap for donations and grants indicated in the Corporate Donation and Grant Policy as per the Capital Market Law and "Profit Share Communiqué" no. (II-19.1) of the Capital Market Board,			
14. Pursuant to the Capital Markets Law, informing the shareholders about the donations and aid made by the Company in 2022,			
15. Pursuant to Article 12 of the Communiqué on Corporate Governance, informing the shareholders about the sureties, pledges, mortgages and guarantees given by the Company in favor of third parties and on the income and benefits acquired by the Company in 2022			

(\*)The agenda items of the General Assembly shall be enumerated one by one. If there is a draft resolution of the minority, this shall also be specified in order to ensure voting by proxy.

2. Special instruction regarding exercising of the other issues which may arise at the General Assembly meeting and especially the minority rights:

- The Proxy is authorized to cast vote in the direction of his/her opinion;
- The Proxy is not authorized to represent in these issues;
- The Proxy is authorized to cast vote in the direction of the special instructions herein.

**SPECIAL INSTRUCTIONS:** The special instructions to be given by the shareholder to the proxy, if any, shall be specified herein.

**B) The shareholder shall select one of the alternatives herein and specify the shares he/she wishes to be represented by the proxy.**

**1. I approve the representation of my shares specified in detail herein by the proxy.**

- a) Serial and series:\*
- b) Number/Group:\*\*
- c) Piece – nominal value:
- ç) Whether it has privilege in voting:
- d) Whether Bearer or Registered:\*
- e) Ratio to the total shares / voting rights owned by the shareholders:

\* This information is not requested for the shares monitored through registration.

\*\* An information shall be given regarding the group, if any, instead of number for the shares monitored through registration.

**2. I approve the representation of all the shares I have as included in the list prepared by the Central Registry Agency regarding the shareholders who may participate in the General Assembly by the proxy one day prior to the date of the General Assembly.**

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

TR Identification Number/Tax Account Number, Trade Registration – Number and Central Registration System Number:

Address:

SIGNATURE

(\*)Equivalent of the said information, if any, should be presented for the proxies of foreign citizen.

## DECLARATIONS OF INDEPENDENCE OF INDEPENDENT BOARD MEMBER CANDIDATES AND RESUMES OF BOARD MEMBER CANDIDATES

### **Raif Ali Dinçkök**

Born in 1971 in Istanbul, Raif Ali DİNÇKÖK graduated from the Department of Business Management at Boston University in 1993. Mr. DİNÇKÖK thereafter began to work for several Akkök Holding subsidiaries. Between 1994 and 2000, he worked in the Buying Department at Ak-Al Tekstil San. A.Ş. Between 2000 and 2003, he held the position of Coordinator at Akenerji Elektrik Üretim A.Ş. After serving as a Member of the Board of Directors and Vice Chairman of the Executive Board at Akkök Holding A.Ş., he assumed the position of Chairman of the Board of Directors. In addition to serving as Chairman of the Board of Directors for Aksa Akrilik, Akkim Kimya, Akiş GYO, and Akmerkez GYO, Raif Ali DİNÇKÖK serves as Vice Chairman and Board Member for multiple Akkök Holding companies. He also serves as the Executive Board's Advisor for Akkök Holding A.Ş.

Raif Ali Dinçkök is not an independent member according to the CMB Corporate Governance Principles. Raif Ali Dinçkök's responsibilities during the past decade have been outlined, and there are no further difficulties that may impair the Company's operations if he is elected to the Board.

### **Nilüfer Dinçkök Çiftçi**

Nilüfer Dinçkök ÇİFTÇİ, who was born in Istanbul in 1956 and attended Sainte Pulchérie French High School, received her diploma in 1970. In 1976, she graduated from St. Georges School in Switzerland, where she continued her education. Nilüfer Dinçkök ÇİFTÇİ is the Vice Chairperson of the Board of Directors of Akkök Holding A.Ş. She is also the Vice Chairperson and Board Member of various Akkök Holding Companies.

Nilüfer Dinçkök Çiftçi is not an independent member according to the CMB Corporate Governance Principles. Nilüfer Dinçkök Çiftçi's responsibilities during the past decade have been outlined, and there are no further difficulties that may impair the Company's operations if she is elected to the Board.

### **İhsan Gökşin Durusoy**

Born in Denizli in 1964, İhsan Gökşin Durusoy received his master's degree in Industrial Engineering from Boğaziçi University in 1987 and started his career as Production Engineer in Arçelik. Working as Finance and IT Executive at Izmir Demir Çelik A.Ş. from 1988 to 1989, Durusoy joined Akkök Group in 1989 as Chief Budget Planner at Ak-Al Tekstil Sanayii A.Ş. Here, he later served first as Budget Planning Manager and then as Strategic Planning Director. In 2007, he became Assistant General Manager at Akiş REIT, which was founded with the aim of developing unique and large-scale real estate projects. Mr. Durusoy served as General Manager and Member of the Board of Directors at Akiş REIT between 2009 – 2022. İhsan Gökşin Durusoy became the Chief Executive Officer of Akkök Holding in January 2023. He also serves on the Boards of Directors at various Akkök Holding companies.

İhsan Gökşin Durusoy is not an independent member according to the CMB Corporate Governance Principles. İhsan Gökşin Durusoy's responsibilities during the past decade have been outlined, and there are no further difficulties that may impair the Company's operations if he is elected to the Board.

### **İzer Lodrik**

Izer LODRIK, born in Istanbul in 1971, began working at Emboy Yüntaş Tekstil Sanayi ve Ticaret A.Ş. after graduating from the Department of Economics at Northeastern University in the United States. Mr. LODRIK is currently the Chairman of the Board of Directors at Emniyet Ticaret ve Sanayi A.Ş. and Emboy Yüntaş Tekstil Sanayi ve Ticaret A.Ş. He is also a member of the Board of Directors at Akkök Holding companies.

Izer Lodrik is not an independent member according to the CMB Corporate Governance Principles. Izer Lodrik's responsibilities during the past decade have been outlined, and there are no further difficulties that may impair the Company's operations if he is elected to the Board.

### **Alize Dinçkök**

Born in 1983 in Istanbul, Alize DİNÇKÖK graduated in 2004 from the Department of Business and Business Administration at the Suffolk University Sawyer School of Management. In 2015, she attended and successfully completed the Harvard Business School General Management Program. In 2018, she completed the Innovative Thinking program at the MIT Sloan School of Management. 2005 marked the beginning of her career as a

Strategic Planning Specialist at Ak-Al Tekstil Sanayi A.Ş. In 2005, with the establishment of Akiş Gayrimenkul Yatırımı A.Ş., Alize DİNÇKÖK was transferred to this company and served as Project Coordinator, Sales and Marketing Manager and Assistant General Manager of Sales and Marketing, respectively. Alize DİNÇKÖK is a member of Akkök Holding A.Ş.'s Board of Directors and Executive Committee. In addition to serving as the Chairman of the Board of Directors of Akmerkez Lokantacılık, Ak-Pa Tekstil, Dinkal Sigorta, Üçgen Bakım ve Yönetim Hizmetleri and Akasya Çocuk Dünyası, she serves on the Boards of Directors of numerous Akkök Holding Companies. Alize DİNÇKÖK also manages the Akkök Group Marketing Platform established in 2015.

Alize Dinçkök is not an independent member according to the CMB Corporate Governance Principles. Alize Dinçkök's responsibilities during the past decade have been outlined, and there are no further difficulties that may impair the Company's operations if she is elected to the Board.

### **Cengiz Taş**

Born in Bursa in 1966, Cengiz TAŞ graduated from the Department of Industrial Engineering at Boğaziçi University in 1989. He started his career as an Investment Planning Engineer at Kordsa in 1989. Mr. TAŞ began working as a Budget Specialist at Ak-Al Tekstil Sanayii Anonim Şirketi, an Akkök Holding Company, in 1991. Between 2004 and 2011, he held the positions of Budget Supervisor, Budget Manager, Production Coordinator, Assistant General Manager in charge of Planning, and General Manager. Since February 1, 2011, he has been serving as a Board Member and General Manager of Aksa Akrilik Kimya Sanayii A.Ş. Cengiz TAŞ, an Executive Board Member of Akkök Holding, also serves on the Board of Directors of Akkök Group Companies. He is a member of several organizations and continues to serve on the board of the Textile Industry Employers' Union of Turkey. He is married with two children and speaks both French and English.

Cengiz Taş is not an independent member according to the CMB Corporate Governance Principles. Cengiz Taş's responsibilities during the past decade have been outlined, and there are no further difficulties that may impair the Company's operations if he is elected to the Board.

### **Güler Aras**

Güler Aras, completed PhD in Banking and Economy in Marmara University, is the founding director of the Center for Finance, Corporate Governance, and Sustainability and a professor in the Department of Finance at Yıldız Technical University. She served as Dean of the Faculty of Economics and Administrative Sciences and Director of the Institute of Social Sciences at Yıldız Technical University for several years. Prof. Aras has been invited to various universities in the United Kingdom and the United States as a visiting professor and researcher. In 2014-2015, she was a visiting professor at Georgetown University McDonough School of Business Center for Financial Market and Policy, where she continued her important projects and research. Prof. Aras was elected as a member of the Integrated Reporting and Connectivity Council (IRCC), the Advisory Board of the International Financial Reporting Standards (IFRS) Foundation. Additionally, she is the founder of the Integrated Reporting Association (ERTA) and currently serves as the chair of this initiative. Professor Aras, who has more than 300 publications, including more than 25 books, numerous articles and papers, numerous awards, and numerous national and international projects, has been awarded by TUBITAK (Scientific and Technological Research Council of Turkey) for the project "An Alternative Approach in Corporate Sustainability Performance Measurement." She serves on the editorial boards of several academic journals and is the founding editor of Emerald's Journal of Capital Market Studies. Prof. Aras has participated actively in the working commissions of numerous public institutions and organisations, in addition to her current responsibilities. As an Independent Board Member at the Capital Markets Association of Turkey, she has also served on the working and strategy commissions of the Undersecretariat of Treasury and Foreign Trade, the Ministry of Labor and Social Security, and the Ministry of Development, and on the Specialized Commissions for the Preparation of Development Plans. Prof. Aras has been serving as an Independent Board Member at Allianz Turkey since 2015 and at Doğuş GYO since 2021. In 2020, Professor Aras was recognised as one of Turkey's Women of Courage for her contributions to fostering a new generation of academics and business leaders who can develop sustainable solutions to social and organisational challenges.

Güler Aras is an independent member according to the CMB Corporate Governance Principles. The duties she has undertaken in the last 10 years are explained above and she has not had any relationship with Aksa Akrilik Kimya Sanayii A.Ş. and its related parties in the last five years.

### **Lale Develioğlu**

Lale DEVELİOĞLU, who was born in Istanbul in 1968, earned a bachelor's degree in industrial engineering from Boğaziçi University and a master's degree from Rensselaer Polytechnic University. 1992 marked the beginning of her professional career at Unilever, where she served as Marketing Director from 1998 to 2003. In early 2004, DEVELİOĞLU joined Turkcell, where she served as Executive Vice President in charge of Marketing and Retail Customers between 2006 and 2011, and as Executive Vice President in charge of International Affairs and Group Companies between 2011 and 2014. Lale DEVELİOĞLU was appointed Head of Marketing at Yıldız Holding in

2015 and served as Global Head of Marketing at Pladis, Yıldız Holding's London-based snack company, until 2018. She has also served on the boards of directors of numerous companies in the fields of telecommunications, technology, fast-moving consumer goods, and durable consumer goods. DEVELİOĞLU is an Independent Board Member of Anadolu Efes, Coca Cola İçecek and Anadolu Isuzu, as well as an Advisor to the Board of Directors of Nobel Pharmaceuticals. She is also a mentor at INSEAD University, Endeavor, and the YKKD Program, as well as a strategy and brand consultant for numerous companies. She is currently serving as an independent board member at Aksa Akrilik Kimya Sanayii A.Ş.

Lale DEVELİOĞLU is an independent member according to the CMB Corporate Governance Principles. The duties she has undertaken in the last 10 years are explained above and she has not had any relationship with Aksa Akrilik Kimya Sanayii A.Ş. and its related parties in the last five years.

#### **Kamil Batur Şulen**

Born in 1965 in Istanbul, K. Batur ŞULEN graduated from Middle East Technical University, Department of Economics and worked in various positions in Koç Group for 14 years. He worked as the Financial Affairs and Administrative Affairs Manager at Biletix A.Ş. in 2000-2002 and as the Group Internal Audit Manager at Evyap Holding from 2003 until the end of 2019. He is currently serving as an independent board member at Aksa Akrilik Kimya Sanayii A.Ş.

K. Batur ŞULEN is an independent member according to CMB Corporate Governance Principles. ŞULEN has audit/accounting, finance experience and CIA (Certified Internal Auditor) certification. The duties he has undertaken in the last 10 years are explained above and he has not had any relationship with Aksa Akrilik Kimya Sanayii A.Ş. and its related parties in the last five years.

## Declaration of Independent Membership of the Board of Directors

**To the Aksa Akrilik Kimya Sanayii A.Ş. Board of Directors,  
Corporate Governance Committee,**

Pursuant to the Communiqué Regarding the Determination and Implementation of Corporate Governance Principles (Serial: II, No: 17.1) issued by the Capital Market Board, Articles of Association, and the criteria set forth in related legislation, as a candidate for independent membership of the Board of Directors of Aksa Akrilik Kimya Sanayii Anonim Şirketi, I hereby declare that:

a) There is no employment relationship between myself, my spouse, relatives by blood or by marriage up to the second degree and Aksa Akrilik Kimya Sanayii A.Ş., any partnerships of which the Company holds or significantly affects management control, or shareholders who hold or significantly affect the management of the Company, or any legal entities of which these shareholders hold the management control, at a managerial position to undertake major duties and responsibilities in the last five years, and that I do not have, together or alone, more than 5% of the Company's capital or voting rights or privileged shares, and I do not have a business relationship of significant nature,

b) I have not served as a partner (5% and above), at a managerial position to undertake major duties and responsibilities and / or as a board member in any companies, particularly those conducting the auditing (including tax audit, legal audit and internal audit), grading and counseling of the Company, to which the company has sold or purchased a significant amount of products or services in the framework of the agreements, during the periods of selling or purchasing products or services, in the last five years,

c) I have the requisite professional training, knowledge and experience in order to fulfill the tasks that I will assume in the Company as an independent member of the Board of Directors,

d) I will not work in public institutions and organizations, other than academic positions at universities, provided that it is appropriate to their relevant legislations, on a full-time basis, after being elected as a member,

e) I am considered as a resident in Turkey according to the Income Tax Act (I.T.A.) dated December 31, 1960 and numbered 193,

f) I possess the requisite strong ethical standards, professional reputation and experience to contribute positively to the Company's activities, to maintain my objectivity in conflicts of interest between the company and the shareholders, and to decide freely in consideration of stakeholders' rights,



g) I will spare enough time for the Company's affairs in order to follow-up the functioning of the Company's activities, and to fully meet the requirements of the duties that I will assume,

h) I haven't served as a member of the Company's Board of Directors for more than six years during the last ten years,

i) I haven't served as an independent member of the Board of Directors in more than three companies whose management is controlled by the same person, Company or shareholders holding the management control of the Company, and in more than a total of five companies traded on the exchange,

I will therefore act as an independent member of the Board of Directors of Aksa Akrilik Kimya Sanayii Anonim Şirketi. Pursuant to the related legislation, I also declare that should a situation arise that removes my independence, I would communicate this to the Board of Directors in order for it to be announced to the public, and that I would resign on principle.

Sincerely,

Ad-soyadı: Güler Aras Lale Develiöğlu  
Tarih : 31.01.2023 31.01.2023  
İmza :  

Ad-soyadı: Kamil Batur Şülen  
Tarih: 31.01.2023  
İmza : 

### ANNEX -3- PROFIT DISTRIBUTION STATEMENT FOR 2022 (TL)

<b>1. Paid-in/Issued Capital</b>		323.750.000,00
<b>2. Legal Reserves (according to the Legal Records)</b>		281.286.961,57
<b>Information regarding privileges in the distribution of profit pursuant to the Articles of Association, if any</b>		N/A
	<b>According to CMB</b>	<b>According to Legal Records</b>
<b>3.</b>	<b>Profit for the Period (*)</b>	2.822.645.597,00
<b>4.</b>	<b>Taxes ( - )</b>	599.392.000,00
<b>5.</b>	<b>Net Profit for the Period ( = )</b>	3.422.037.597,00
<b>6.</b>	<b>Losses from previous years ( - )</b>	-
<b>7.</b>	<b>General Legal Reserves ( - )</b>	-
<b>8.</b>	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD ( = )</b>	<b>3.422.037.597,00</b>
<b>9.</b>	<b>Donations made during the year ( + )</b>	11.773.526,00
<b>10.</b>	<b>Net distributable profit for the period including donations</b>	<b>3.433.811.123,00</b>
<b>11.</b>	<b>Primary Dividend to Shareholders</b>	
	-Cash	16.187.500,00
	-Free of Charge	-
	- Total	<b>16.187.500,00</b>
<b>12.</b>	<b>Dividend Distributed to the Holders of Privileged Share Certificates</b>	-
<b>13.</b>	<b>Other Distributed Dividend</b>	
	- To Board Members	
	- To Employees	
	- To the persons other than shareholders	-
<b>14.</b>	<b>Dividend Distributed to the Holders of Redeemed Shares</b>	-
<b>15.</b>	<b>Secondary Dividend to Shareholders</b>	764.050.000,00
<b>16.</b>	<b>General Legal Reserves</b>	76.405.000,00
<b>17.</b>	<b>Statutory Reserves</b>	-
<b>18.</b>	<b>Special Reserves</b>	-
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	2.565.395.097,00
<b>20.</b>	<b>Other Resources Stipulated to be Distributed</b>	

(\*) Consolidated pre-tax profit

DIVIDEND RATIO STATEMENT						
	GROUP	TOTAL DISTRIBUTABLE DIVIDEND		TOTAL DISTRIBUTABLE DIVIDEND / NET PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO A SHARE WITH NOMINAL VALUE OF 1 TL	
		CASH (TL)	FREE OF CHARGE (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	-	702.213.750,00	-	20,520340%	2,16900000	216,900000%
(**)	TOTAL	702.213.750,00	-	20,520340%	2,16900000	216,900000%

(\*\*) Net values of dividends per gross share have been calculated based on 10% withholding rate in compliance with the assumption that dividends are distributed to real person shareholders with full liability and distribution is not subject to any exceptional practice in terms of profits.



## ANNEX -4-

### PROFIT DISTRIBUTION PROPOSAL

Dear Shareholders,

We have presented our operating information and the balance-sheet and income statement for the fiscal year of 2022. We hope that the operating results shall be found to be appropriate by you.

Pursuant to our profit share (dividend) distribution policy which we have previously shared with you, the profit distribution proposal of our Company regarding the profit of the year 2022 has been arranged for the purpose of presenting the same for approval of the General Assembly.

Our consolidated balance sheet net period profit included in the financial statements issued pursuant to the of the Communiqué Serial: II, No: 14.1 of the Capital Market Board is 3.422.037.597-TL whereas our net profit for the period as included in our financial statements prepared within the framework of the provisions of the Tax Procedural Law is 1.725.826.698-TL.

With respect to the net period profit amounting to 3.422.037.597-TL according to the consolidated financial statements issued pursuant to the of the Communiqué Serial: II, No: 14.1 of the Capital Market Board, we kindly present the following proposals;

- General Legal Reserves should not be set aside due to the fact that it has reached the upper limit provided in article 519.(1) of Turkish Commercial Code and article 25.(a) of the Articles of Association,
- The primary dividend in the amount of 16.187.500,00 TL corresponding to 5% of the paid-in capital of our Company in the amount of 323.750.000,00 TL (the amount of dividend corresponding to the share with nominal value of 1,00 TL is 0,05 TL and the rate of dividend is gross 5%) should be distributed in cash to our shareholders within the framework of the provision of article 25 of our Company's Articles of Association,
- The secondary dividend in the amount of 764.050.000-TL from the remaining amount of 3.405.850.097-TL (the amount of gross dividend corresponding to the share with nominal value of 1,00 TL is 2,36-TL and the rate of dividend is gross 236,00%) should be distributed in cash to our shareholders within the framework of the provision of Article 25 of our Company's Articles of Association,
- 76.405.000-TL should be added to the General Legal Reserves,
- The sum of the 1st and 2nd dividends distributable to shareholders and the dividend contemplated for distribution from retained profits shall be TL 780.237.500- (the amount of dividend falling on a share with par value of TL 1.00 is TL 2.41 in gross and the ratio of dividend is 241.00%);
- The amounts of dividend should be distributed in cash on 11 April 2023,

Our esteemed shareholders, we pay our respects to you hoping that the future years shall bring happy and successful days for our Company and all of us.

Board of Directors