

## INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING

As our Company's 2022 Shareholders Ordinary General Assembly Meeting will be held on March 29th, 2023, wednesday at 10.00 at the Company headquarters situated at İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla/Istanbul in order to discuss and take resolutions on the contents of the below-indicated agenda; our Esteemed Shareholders or their representatives are requested to honor the meeting on the mentioned day and at the mentioned hour.

The shareholders are allowed to participate in our Company's Ordinary General Assembly Meeting personally in physical environment or in electronic environment and they are also allowed to participate in the meeting by means of their representatives. It is possible to participate in the General Assembly Meeting in electronic environment by secure electronic signatures of the shareholders or their representatives. Therefore; the shareholders, who will perform transactions through the Electronic General Assembly System (EGKS) are firstly required to be registered with the e-MKK Information Portal of the Central Registry Agency (CRA) and thereby, they are required to ensure that their contact information are recorded into the system and; in addition, they are required to have a secure electronic signature. The shareholders or their representatives, who have not been registered with the e-MKK Information Portal and do not have a secure electronic signature, are not allowed to participate in the General Assembly Meeting in electronic environment.

In addition; the shareholders or their representatives, who wish to participate in the meeting in electronic environment, are required to fulfill their obligations in compliance with the provisions of "the Regulation on the General Assembly Meetings to be held in Electronic Environment in Joint Stock Companies" published in the Official Gazette dated August 28th, 2012 and No 28395 and with the provisions of "the Communiqué on the Electronic General Assembly System to Apply in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated August 29th, 2012 and No 28396.

The shareholders, who will not be able to participate personally in the meeting in physical or electronic environment, are required to prepare their powers of attorney in compliance with the Annex-1 or are required to obtain a copy of the powers of attorney form from our Company Headquarters or from the corporate web site at [www.sisecam.com.tr](http://www.sisecam.com.tr) and are also required to fulfill the requirements of the matters stipulated in the Capital Market Board's Communiqué Nr. II-30.1 on "Casting Votes By Proxy and Collection of Proxies By Way of Calls" and thereby, they are required to submit their powers of attorney, the signatures of which shall have been affirmed by a public notary. The shareholders, who wish to participate personally in the General Assembly meeting in physical environment, are, by submitting their identity cards, allowed to exercise their rights concerning their shares registered with "Shareholders List" contained in the system pertaining to the Central Registry Agency (CRA).

Our shareholders, who will participate in the General Assembly Meeting in electronic environment through the Electronic General Assembly System, may obtain information about the principles and procedures regarding participation, appointment of a representative, submission of proposals, declaration of opinions and voting, by using the link, <https://www.mkk.com.tr>, which is the web address belonging to the Central Registry Agency.

Reports of the Board of Directors and the Independent Auditing Firm pertaining to the activity year 2022, the Financial Statements and the Board of Directors' proposal on Distribution of Profit will be made available for reviews of the shareholders at the Company Headquarters situated İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla /Istanbul and, will be accessible through the page "Investor Relations" on the web site of the Company at [www.sisecam.com.tr](http://www.sisecam.com.tr) in advance of minimum 3 weeks to the date of the General Assembly Meeting.

For invitation to the General Assembly Meeting, no registered letters will additionally be sent to our shareholders, as per the Article 29 of the Capital Markets Law No 6362.

The above matters are respectfully submitted for information of the Esteemed Shareholders.

## **TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.**

### **Shareholders Ordinary General Assembly Agenda**

1. Opening of the Meeting and Election of the Presiding Board of the General Assembly,
2. Reading of the Summary of the Reports prepared by the Board of Directors and the Independent Auditor on the activities that have been performed by our Company in the year 2022,
3. Reviews, Discussions and Approval of the Financial Statements as of 2022,
4. Approval of the Appointment of the Member of the Board of Directors who resigned during the year
5. Release of Each Member of the Board of Directors from their Liability for the Company's activities for the 2022,
6. Election of the Members of the Board of Directors and Determination of their terms of Office,
7. Resolution of gross salaries of the Members of the Board of Directors,
8. Approval of the amendment of the Article 15 of the Company's Articles of Association entitled "General Assembly",
9. Granting permissions to the Members of the Board of Directors as per the Articles 395 and 396 of the Turkish Commercial Code,
10. Presenting Information to the Shareholders on the Subjects held in Capital Markets Board Corporate Governance Communiqué Principle No 1.3.6,
11. Taking a Resolution on the Profit Distribution of the year 2022 and the date of the dividend distribution,
12. Authorization of the Board of Directors for Distribution of Dividend Advance in 2023,
13. Giving information to the General Assembly Regarding the Share Buyback Executions Including the Purpose of the Share Buy-Back, Use of Resources and the Summary of Transactions in Accordance with the Decision Taken by the Board of Directors and Approval of Share Buyback Transaction Limit for 2023,
14. Taking a resolution on appointment of an independent audit company as per the Turkish Commercial Code and regulations of the Capital Markets Board,
15. Presenting information to the shareholders in respect of the donations granted within the year and; determination of the upper limit pertaining to the donations to be granted in 2023,
16. Presenting information to shareholders with respect to the collateral, pledges, mortgages provided in favor of third parties
17. Wishes and requests.

Date : 29 March 2023 Wednesday Time:10.00 pm.

Place : İçmeler Mahallesi D-100 Karayolu Cad. No:44 A 34947 Tuzla – İstanbul/Türkiye

**POWER of ATTORNEY**  
**TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.**

I hereby appoint .....as my agent who is introduced in details below; so that he/she is authorized to represent me, vote, submit proposals and sign the required documents, accordingly with the considerations that I indicate below, at Türkiye Şişe ve Cam Fabrikaları A.Ş.'s 2022 Ordinary General Assembly Meeting to be held at İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla /İstanbul on March 29, 2023, Wednesday, at 10.00.

**The Agent's (\*):**

**Name and Surname/Trade Name:**

**T.R. Identity No/Tax ID No, Trade Registry and Trade Registration Number and Central Registration System (MERSIS) No:**

**(\*) For the foreign agents, it is mandatory to submit the equivalents (if any) of the above information.**

**A) Scope of Representative Authority**

**For the Sections No 1 and 2 provided below, one of the alternatives indicated as (a), (b) and (c) should be checked and thereby; the scope of the representative authority should be determined.**

**1. In respect of the matters contained in the agenda of the General Assembly Meeting;**

- a) The Agent is authorized to vote accordingly with his/her own opinion.  
b) The Agent is authorized to vote accordingly with the recommendations of the Company's management.  
c) The Agent is authorized to vote accordingly with the instructions declared in the table below.

**Instructions:**

In case the alternative (c) is checked by the shareholder; the instructions specific to the article of the agenda shall be given by checking one of the alternatives provided next to the relevant agenda article of the general assembly meeting (affirmative or dissentient) and, in case the alternative "dissentient" is checked, by indicating the dissenting opinion (if any) requested to be written on the minutes of the General Assembly Meeting.

Articles of the Agenda (*)	Affirmative	Dissentient	Dissenting Opinion
1. Opening of the Meeting and Election of the Presiding Board of the General Assembly,			
2. Reading of the Summary of the Reports prepared by the Board of Directors and the Independent Auditor on the activities that have been performed by our Company in the year 2022,			
3.Reviews, Discussions and Approval of the Financial Statements as of 2022,			
4.Approval of the Appointment of the Member of the Board of Directors who resigned during the year,			
5.Release of Each Member of the Board of Directors from their Liability for the Company's activities for the 2022,			
6.Election of the Members of the Board of Directors and Determination of their terms of Office,			
7. Resolution of gross salaries of the Members of the Board of Directors,			
8.Approval of the amendment of the Article 15 of the Company's Articles of Association entitled "General Assembly",			
9.Granted permissions to the Members of the Board of Directors as per the Articles 395 and 396 of the Turkish Commercial Code,			
10.Presenting Information to the Shareholders on the Subjects held in Capital Markets Board Corporate Governance Communiqué Principle No 1.3.6,			
11. Taking a Resolution on the Profit Distribution of the year 2022 and the date of the dividend distribution,			
12.Authorization of the Board of Directors for Distribution of Dividend Advance in 2023,			
13. Giving information to the General Assembly Regarding the Share Buyback Executions Including the Purpose of the Share Buy-Back, Use of Resources and the Summary of Transactions in Accordance with the Decision Taken by the Board of Directors and Approval of Share Buyback Transaction Limit for 2023,			
14.Taking a resolution on appointment of an independent audit company as per the Turkish Commercial Code and regulations of the Capital Markets Board,			
15. Presenting information to the shareholders in respect of the donations granted within the year and; determination of the upper limit pertaining to the donations to be granted in 2023,			
16. Presenting information to the shareholders in respect of the collaterals, pledges and mortgages given on behalf of third parties,			
17.Wishes and requests.			

(\*) The matters contained in the agenda of the General Assembly Meeting shall be listed one by one. If the minority has a separate resolution draft, this draft shall additionally be specified in order for casting vote by proxy.

**2. Special instructions for any other matters that may emerge at the General Assembly Meeting and particularly for exercising minority rights:**

- a) The Agent is authorized to vote accordingly with his/her own opinion.
- b) The Agent is not authorized to represent with respect to these matters.
- c) The Agent is authorized to vote accordingly with the special instructions below.

**Special Instructions;** any special instructions (if any), which will be given to the agent by the shareholder, shall be specified here.

**B) The shareholder shall check one of the alternatives below and thereby, shall indicate the shares, which the shareholder requests the agent to represent.**

**1. I grant approval for representation of my shares by the agent, the details of which are provided below.**

- a) Quantity-Nominal value:
- b) Whether or not there is a privilege in voting:
- c) Its rate to the voting rights/total shares held by the shareholder:

**2. I grant approval for the agent's representation of all of my shares contained in the list which is relevant to the shareholders that are allowed to participate in the General Assembly Meeting and has been prepared by the Central Registry Agency on the day before the day of the General Assembly Meeting.**

**THE SHAREHOLDER'S:**

Name and Surname/Trade Name (\*):

T.R. Identity No/Tax ID No, Trade Registry and Trade Registration Number and Central Registration System (MERSIS) No:

Address:

(\*) For the foreign shareholders, it is mandatory to submit the equivalents (if any) of the above information.

Signature:

**TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.**  
**AMENDMENT TO ARTICLES OF ASSOCIATION**

CURRENT TEXT	NEW TEXT
<b>Türkiye Şişe ve Cam Fabrikaları A.Ş.</b> <b>Articles of Association</b>	<b>Türkiye Şişe ve Cam Fabrikaları A.Ş.</b> <b>Articles of Association</b>
<b>GENERAL ASSEMBLY</b> <b>ARTICLE 15-</b> General Assemblies convene as ordinary and extraordinary meetings. Ordinary General Assembly meets in accordance with the provisions of the Turkish Commercial Law, Capital Market law, and respective legislation. Extraordinary General Assemblies meet in the circumstances and times required by the businesses of the Company in accordance with the law and the provisions specified in these articles of incorporation and respective resolutions are made. Managing members, if any, as well as at least one Board of Directors Member and independent auditor must be available in the General Assembly meeting. Participation in the meeting in electronic environment. The shareholders with the right of attending the General Assembly meetings of the company may take part in such meetings in an electronic environment pursuant to article 1527 of the Turkish Commercial Law, the Company may use the electronic General Assembly system that will allow the shareholders participate in the General Assembly meetings, make respective statements and recommendations, and cast their votes in accordance with the provisions of the Regulation Regarding the General Assemblies that will be Conducted in Electronic Environment in Joint Stock Companies, or it is possible that it might purchase services from the systems constituted for this reason. In all the General Assembly meetings to be conducted, it is ensured that the shareholders and their representatives use the rights specified in the provisions of the said Regulation through the system that will be established in accordance with this provision of the articles of incorporation.	<b>GENERAL ASSEMBLY</b> <b>ARTICLE 15-</b> General Assemblies convene as ordinary and extraordinary meetings. Ordinary General Assembly meets in accordance with the provisions of the Turkish Commercial Law, Capital Market law, and respective legislation. <b>General Assembly is performed as open to public including stakeholders and media without having a right to make any comments.</b> Extraordinary General Assemblies meet in the circumstances and times required by the businesses of the Company in accordance with the law and the provisions specified in these articles of incorporation and respective resolutions are made. Managing members, if any, as well as at least one Board of Directors Member and independent auditor must be available in the General Assembly meeting. Participation in the meeting in electronic environment. The shareholders with the right of attending the General Assembly meetings of the company may take part in such meetings in an electronic environment pursuant to article 1527 of the Turkish Commercial Law, the Company may use the electronic General Assembly system that will allow the shareholders participate in the General Assembly meetings, make respective statements and recommendations, and cast their votes in accordance with the provisions of the Regulation Regarding the General Assemblies that will be Conducted in Electronic Environment in Joint Stock Companies, or it is possible that it might purchase services from the systems constituted for this reason. In all the General Assembly meetings to be conducted, it is ensured that the shareholders and their representatives use the rights specified in the provisions of the said Regulation through the system that will be established in accordance with this provision of the articles of incorporation.