



1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING OF 29 MARCH 2023

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 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 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.



2. ADDITIONAL DISCLOSURES RELEASED WITHIN THE SCOPE OF ARTICLE 1.3.1 OF CMB'S CORPORATE GOVERNANCE PRINCIPLES

Pursuant to CMB's Communiqué No. II-17.1 on Corporate Governance, in addition to the notifications and disclosures to be made by the Company as required by the legislation and in addition to the documents to be made available for reviews by shareholders, together with the General Assembly Meeting announcement, on the Company's corporate web site and on PDP within the framework of Article 437 of the Turkish Commercial Code No. 6102 a minimum of three weeks before the date of the General Assembly Meeting provided that the dates of the announcement and the meeting are excluded; the additional disclosures, which are relevant to the Articles of the Agenda, are provided in the relevant below Article of the Agenda, and the general disclosures are submitted for the information of our shareholders in this chapter.

2.1 Partnership Structure and Voting Rights

In the Company Articles of Association, there is no privilege for the exercise of voting rights. Pursuant to the Company Articles of Association, each share provides one vote.

The Company's shareholder structure is as follows and there is no real person ultimate controlling shareholder among the Company's shareholders.

Shareholders	Share Amount (TRY)	Share Rate (%)
Türkiye İş Bankası A.Ş.	1,563,980,241.64	51.06
Efes Holding A.Ş.	185,093,915.32	6.04
Other	1,314,139,899.21	42.90
Total	3,063,214,056.17	100.00

2.2 The Requests of Shareholders, the Capital Markets Board (CMB) and/or Other Public Institutions or Organizations, with which the Company is concerned, for Inclusion of Articles into the Agenda

No such written demand has been made for the Ordinary General Assembly Meeting to discuss the operations in the year 2022.

2.3 Planned Changes in Management and Operations of the Company and its Affiliates, Subsidiaries in the Previous of Future Accounting Period which Significantly Affect Company Operations

There are no managerial or operational changes that has or that will substantially affect the Company's activities. If it comes into question, the relevant disclosure is released to the public within the framework of the legislation. The transactions realized during the period within the scope of the restructuring of our group companies are as follows:

Şişecam Board of Directors, based on a resolution taken on July 5, 2022, decided to advise the relevant company Management on the proposal of going private through the purchase of publicly traded shares of our subsidiary Şişecam Resources LP, which is a publicly held company and 26% of its issued Capital is traded on the New York Stock Exchange.

Significant events regarding the said transaction will be announced to the public in accordance with the Capital Market Board legislation. As announced in the Public Disclosure Platform dated May 17, 2022, the registration process of 7Cbasalia Global AG company, which was established in Switzerland with a capital of CHF 1,050,000, was completed on the date of establishment, and our company has a 10% participation.

On February 1, 2023, Şişecam Resources LP ("SIRE") and Şişecam Chemicals Resources LLC ("SCR") have agreed to commence the process of delisting Şişecam Resources LP through the purchase of Şişecam Resources LP's publicly held shares. According to the agreement reached with the approval of the majority shareholder, the publicly held shares of Şişecam Resources LP will be purchased at a price of 25 US dollars per share and after the completion of the related legal procedures the company will be delisted. Significant events regarding the said transaction will be announced to the public in accordance with the Capital Market Board legislation.



3. OUR EXPLANATIONS REGARDING THE ARTICLES ON THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED ON 29 MARCH 2023

1. Opening of the Meeting and Election of the Presiding Board of the General Assembly,

Elections of the members of the Chairmanship Council and the Chairman, who will manage the General Assembly meeting, shall be accomplished within the framework of the provisions contained in “the Turkish Commercial Code” (TCC) and in “the Regulation on the General Assembly Meetings of Trading Companies” (the Regulation) prepared by the Ministry of Customs and Trade.

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,

Within the framework of TCC, the Regulation and the Capital Markets Law and related regulations, Annual Report of the Board of Directors and summary of the Independent Auditor’s Report prepared and signed Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi A member firm of Ernst & Young Global Limited, which has been submitted at the Headquarters of our Company and on the website of the Company at www.siseecam.com.tr for examination of our shareholders for a period of three weeks before the General Assembly meeting and they shall be presented for evaluation and approval of our shareholders.

3. Reviews, Discussions and Approval of the Financial Statements as of 2022,

Within the framework of the TCC and the Regulation, following the reviews and discussions on the Balance Sheet as of the year 2022 and Income Statement for the year ended 2022, they shall be presented for evaluation and approval of our shareholders.

4. Approval of the Appointment of the Member of the Board of Directors who resigned during the year,

Our Company’s Independent Board Member Mr. Mehmet Cem Kozlu has resigned on 01.04.2022. At the meeting of our Company’s Board of Directors dated 01.04.2022, With the opinion of the corporate governance committee, it has been decided that Dilek Duman, who has the independence criteria included in the Corporate Governance Communiqué published by the Capital Markets Board, has been appointed to the vacant independent board membership to complete the term of office. The appointment will be submitted to the approval of the General Assembly.

5. Release of Each Member of the Board of Directors from their Liability for the Company’s activities for the 2022,

Within the framework of provisions of TCC and the Regulation, release of the members of Board of Directors one by one due to activities, transactions and accounts of the year 2022 shall be presented for approval of the General Assembly pursuant to Article 408 of the TCC.

6. Election of the Members of the Board of Directors and Determination of their Terms of Office

As is known, our Company’s Board Members were elected to serve for one year at the Ordinary General Assembly of Shareholders held on March 28, 2022. Our Board Members’ legal term of office shall end on March 28, 2023. For this reason, it is a legal obligation to renew the election.

In addition, the one-year legal term of office of our Board Members acting as independent members shall end on the same date. It is therefore obligatory to make the independent member election in accordance with Article 4.3.7 of the Capital Markets Board (CMB) Corporate Governance Principles.

In this scope;

The term of office of Dinç Kızıldemir, Ayşem Gül Sargın and Dilek Duman who have been acting as independent members in our Company’s Board of Directors, shall end on the date of the Ordinary General Assembly of Shareholders to be held in relation to the year 2022. In order to reach the minimum number of Independent Members of the Board of Directors as laid down in the Corporate Governance Principles and to ensure the assignment of Independent Members of the Board of Directors, as a result of the evaluation made by our Corporate Governance Committee within the scope of the provisions of the Communiqué on Corporate Governance, it has been found that the following persons meet the criteria of independence specified in Article 4.3.6 of the Corporate Governance Principles, have already been acting as independent members in our Company’s Board of Directors, have made positive contributions to Company’s activities and remained impartial in case of conflict of interests between shareholders, have strong ethical standards to decide independently taking stakeholders’ rights as well as professional reputation and experience, have duly fulfilled their duties as Independent Members of the Board and opportunity to spare their time to the Company to the extent required for following up Company’s activities and fulfilling the requirements of the duties they have undertaken. Thus,

- Dinç Kızıldemir
- Gül Ayşem Sargın and
- Dilek Duman



shall be elected as "independent members" of the Company Board of Directors, within the framework of the criteria of independence stipulated in Article 4.3.6 of the Capital Markets Board (CMB) Corporate Governance Principles, "Corporate Governance Committee" report with Board of Directors decision dated January 10, 2023, resumes and declarations of independence included in Annex-2 have been submitted for the evaluation of the Capital Markets Boards at the dated January 12, 2023 and have been approved by CMB's Letter No. E-29833736-110.07.07-32192 dated January 23, 2023.

7. Resolution of gross salaries of the Members of the Board of Directors,

Monthly gross salaries of the members of the Board of Directors shall be determined by the General Assembly within the framework of the provisions contained in the TCC and in the Regulation and within the framework of the principles contained in the Articles of Association.

8. Approval of the amendment of the Article 15 of the Company's Articles of Association entitled "General Assembly",

Şişecam pays utmost attention to comply with the Corporate Governance Principles of the Capital Markets Board and has adopted the concepts of equality, transparency, accountability and responsibility of the corporate governance principles published by the CMB. Structures and principles suitable for our Company are constantly being developed in order to provide the best service to the interests of all relevant groups such as shareholders, stakeholders and the board of directors. In this respect, the amendments to the articles of association will be submitted to the approval of the General Assembly within the framework of the approval obtained from the CMB and the General Directorate of Domestic Trade.

9. Granting permissions to the Members of the Board of Directors as per the Articles 395 and 396 of the Turkish Commercial Code,

The authorization of the Board Members to conduct business in accordance with Article 395 of Turkish Commercial Code titled as "Prohibition to Conduct Business with a Company, Borrowing from a Company" and Article 396 titled as "Prohibition of Competition" will be submitted for the approval of the General Assembly.

10. Presenting Information to the Shareholders on the Subjects held in Capital Markets Board Corporate Governance Communiqué Principle No 1.3.6,

In case of any transactions that fall under the scope of the CMB Corporate Governance Principles principle no. 1.3.6, information will be given about the relevant issues.

11. Taking a Resolution on the Profit Distribution of the year 2022 and the date of the dividend distribution,

According to our financial statements for the period January 1, 2022, and December 31, 2022 audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi A member firm of Ernst & Young Global Limited, in accordance with the International Financial Reporting Standards and within the framework of the provisions contained in the Capital Markets Board's Communiqué Nr. II.14.1 "on the Principles Concerning Financial Reporting in Capital Markets", the "Consolidated Net Profit for the Period" belonging to equity holders of the Parent is amounting to 19,345,059 thousand Turkish Lira. The proposal for the distribution of profit, which has been submitted by our Board of Directors to the General Assembly for approval, has been prepared as Annex 3 in accordance with the principles mentioned in the "Profit Distribution Policy" which has been revised at our Board of Directors' meeting dated February 27th, 2013 and has been disclosed to the public on the same date, as well as the arrangements issued by CMB in relation to distribution of profit and Article 25 of our Articles of Association.

12. Authorization of the Board of Directors for Distribution of Dividend Advance in 2023,

Pursuant to the provisions of the Capital Markets Board (CMB) Communiqué numbered II-19.1, authorization for the distribution of dividend advances will be submitted to the approval of the General Assembly in 2023 with the decision of the Board of Directors.

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,

Pursuant to the Capital Markets Board's announcements dated 21.07.2016 and 25.07.2016, in addition to the current buyback program, which was decided to be started at the meeting of the Company's Board of Directors on February 26, 2021 and which allows the buyback of shares with a fund of TL 1,200,000,000, the Board of Directors On 30 June 2022, the maximum number of shares that can be subject to the purchase of the Company's own shares from the stock exchange has been determined as 15,000,000,000 (nominal 150,000,000 Turkish Liras), and an additional fund of 3,000,000,000 Turkish Liras in total for the share purchases to be made in the new buyback program. It has been decided to determine the fund to be allocated for the repurchase by means of a maximum of 4,200,000,000 Turkish Liras to be met from the Company's internal resources. The resource used and the summary of the buyback transactions will be submitted to the General Assembly for Information and the share buyback transaction limit for 2023 will be submitted to the General Assembly for approval.

14. Taking a resolution on the appointment of an independent auditing firm as per the Turkish Commercial Code and the regulations issued by the Capital Markets Board,

Independent Audit Company to make independent audits of the financial statements for 2023 to be prepared in accordance with the provisions of the Articles 397 to 406 of the TCC and the provisions of the CMB's "Communiqué



on Principles of Financial Reporting in Capital Markets" by the Board of Directors will be presented to the General Assembly for approval.

15. Presenting information to shareholders with respect to the donations granted within the year and determination of the limit pertaining to the donations to be granted in 2023,

In accordance with the principles of "the Donation Policy" which has been established in line with the provisions contained in the Turkish Commercial Code, the Capital Markets Law, the Communiqués, Principle Resolutions and other arrangements issued by the Capital Markets Board as well as the provisions contained in the Company's Articles of Association; any donations and aids, which have, for social aid purposes, been granted to the foundations and associations (societies) by the Company in the year 2022, shall be submitted to the General Assembly for information. In addition, the limit of the donations to be granted by publicly-held corporations shall be determined by the General Assembly of Shareholders in accordance with the provisions of the Capital Markets Law No. 6362, Article 19 paragraph 5. In this context, the sum of the donations which shall be granted in the activity year of 2023 has been determined by our Board as 350,000,000 Turkish lira and shall be submitted to the General Assembly for approval, and the sum of the donations which have been granted to the educational institutions and various foundations and associations (societies) in the year 2022 by the Company and its companies included in the scope of consolidation amounts 13,017,627 Turkish liras.

16. Presenting information to shareholders with respect to the collateral, pledges, mortgages provided in favor of third parties,

As per Capital Markets Board's Corporate Governance Communiqué No. II-17.1 Article 12 entitled "Collaterals, pledges, mortgages and sureties", information has been provided under footnote no. 23 pertaining to the financial statements for the year 2022 issued in line with the provisions of the Capital Markets Board's Communiqué No. II.14.1 "on the Principles Concerning Financial Reporting in Capital Markets" and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi A member firm of Ernst & Young Global Limited.

17. Wishes and Requests

ANNEX

- ANNEX -1 : Power of Attorney
ANNEX -2 : Resumes Of Members Of The Board Of Directors
(For Resumes, please see the Board of Directors section of the Annual Report.)
ANNEX -3 : Board of Directors Decision regarding 2022 Dividend Distribution Schedule
(For the Profit Distribution Schedule, please see the Profit Distribution section of the Annual Report.)
ANNEX-4 : Articles of Association Amendment

POWER of ATTORNEY

TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.

I hereby appointas 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.S.'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.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 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:

- The Agent is authorized to vote accordingly with his/her own opinion.
- The Agent is not authorized to represent with respect to these matters.
- 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.

- Quantity-Nominal value:
- Whether or not there is a privilege in voting:
- 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:

Dinç Kızıldemir

(70) Having graduated from the Department of Administrative Sciences at Boğaziçi University in 1975, Dinç Kızıldemir started his career as the Sales and Marketing Manager at Elka Elyafı Plaka Sanayii A.Ş., which was previously an affiliate of Garanti Bank and then joined Koç Group. Kızıldemir acted as the Sales and Marketing Manager and Vice Managing Director at Kelebek Kontrplak ve Mobilya A.Ş., an affiliate of Enka Group, and assumed the responsibility for establishing and managing McDonalds Corporation Turkey company in 1991. He acted as the Managing Director and the Vice Chairman of the Board of Directors at this company and supervised the establishment of retail, logistics and supply infrastructure for the company. Joining OYAK Group in 2001, he acted as the Managing Director for the Retail Group and became a Board Member for AXA-OYAK Holding and its insurance companies and at companies such as Good Year and Eti Marketing by representing minority shares. Since 2006, he has worked at Erdemir Group of Companies for 10 years as the Chairman of the Board of Directors and Executive Director. Between 2009 and 2016, he worked as the Head of Business Development (new company acquisitions) Group, Energy Group, International Chemistry Group and the Department of Legislation Compliance and the Department of Sustainability within OYAK Group. He acted as the Chairman of the Board of Directors, Executive Director and Board Member at more than 40 national and international companies within OYAK Group. He assumed responsibility for the acquisition and, subsequently, management of more than 20 companies, factories and refineries in the USA, Germany, the Netherlands, Austria, Australia, the United Kingdom, China, Japan, Brazil, India and other countries. As part of these assignments, he was involved in the establishment of a joint medical start-up company with Massachusetts General Hospital of Harvard Medical School. Dinç Kızıldemir has been an Independent Board Member since March 21, 2018.

Gül Ayşem Sargın

(51) Gül Ayşem Sargın graduated from the Economics Department, Faculty of Economics and Administrative Sciences at the Middle East Technical University in 1992. She embarked on her career at the Financial Markets Department of Turk Eximbank. From 1997 to 2010, she served as a Senior Financial Advisor for the U.S. Embassy in Ankara. In this role, she worked on strengthening the U.S.-Turkey investment and trade relations, with a particular focus on energy, aviation, healthcare and telecommunications industries. Gül Ayşem Sargın worked as the External Affairs Manager for British Petroleum (BP) Turkey, and Government Affairs and Policy Director for General Electric (GE) in Turkey, respectively from 2010 to 2012 and from 2012 to 2015. Ms. Sargın was appointed as the Managing Director and Country Representative for Boeing Turkey in September 2015. Currently leading Boeing's operations in Turkey, Central Asia and Sub-Saharan Africa, Ms. Sargın has been officiating as a Member of the Board of Directors at American Business Forum in Turkey (AmCham) since 2017; Member of the Board of Directors at the Foreign Economic Relations Board of Turkey (DEİK) since February 2019; and Chairperson of International Investors Association of Turkey (YASED) since February 2019. Gül Ayşem Sargın has been an Independent Board Member since March 30, 2021.

Dilek Duman

(55) Dilek Duman graduated from Boğaziçi University, Computer Engineering Department in 1990 and started her professional career as a software specialist at Promaks A.Ş. She joined Interbank's subsidiary Intertech in 1993, where she served as software specialist, team leader, project manager, and consultant, respectively. Ms. Duman took on the role of Manager responsible for Information Technologies from the founding of DenizBank in 1997, where she supervised the establishment of the entire technical infrastructure of the bank. In addition to working on branch and bank acquisitions over the years, she served as CIO and Executive Vice President for Information Technologies during the time when DenizBank became Turkey's fifth largest private bank. In 2004, Ms. Duman became the CEO of Intertech, a subsidiary of DenizBank. From 2008 to 2021, she was the Executive Vice President responsible for DenizBank Information Technologies and Support Services. In this position, she took on the management of Banking Operations, Information Technologies, CRM, Data Analytics, Communication Center, Organization, Distribution Channels, Process Design, Branch Operations, and Counters at DenizBank. For over a 16-year period since 2005, Ms. Duman has held the positions of Chairperson and Executive Member of the Board of Directors at various DenizBank Group companies. She also managed the digitalization transformation of DenizBank AG, the group's foreign subsidiary. Dilek Duman has been a member of the System Optima Technical Advisory Board since October 2021 and a member of the National Factoring Independent Board of Directors since February 2022. She was appointed as an Independent Member of the Board of Directors at Türkiye Şişe ve Cam Fabrikaları A.Ş. as of April 1, 2022.



DECLARATION OF INDEPENDENCE

ANNEX-2

Türkiye Şişe ve Cam Fabrikaları A.Ş. Presidency of Corporate Governance Committee

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's ("CMB") Communique on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

Dinç KIZILDEMİR

10.01.2023



DECLARATION OF INDEPENDENCE

ANNEX-2

Türkiye Şiše ve Cam Fabrikaları A.Ş. Presidency of Corporate Governance Committee

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- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

Gül Ayşem Sargın

10.01.2023

DECLARATION OF INDEPENDENCE

**Türkiye Şişe ve Cam Fabrikaları A.Ş.
Presidency of Corporate Governance Committee**

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's ("CMB") Communique on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

Dilek Duman

10.01.2023

Türkiye Şişe ve Cam Fabrikaları A.Ş. 2022 Dividend Distribution Schedule (TRY)						
1. Paid-In Capital						3,063,214,056.17
2. General Legal Reserves (According to Statutory Records)						1,135,831,891.15
If there are any privileges in profit distribution according to the Articles of Association; information on the mentioned privileges						
				According to CMB	According to Legal Records	
3.	Profit for the Period			19,762,026,000	11,333,356,044.74	
4.	Taxes Payable (-)			(1,301,657,000)	(582,447,376.67)	
5.	Net Profit for the Period (=) (*)			19,345,059,000	10,750,908,668.07	
6.	Losses from Previous Years (-)			-	-	
7.	General Legal Reserves (-)			-	-	
8.	Amount allocated to the Special Funds as per the Articles 5/1-e of Corporate Tax Law			(48,726,309)	(48,726,309)	
9.	Net Distributable Profit for the Period (=)			19,296,332,691	10,702,182,359.07	
10.	Donations Within the Year (+)			13,017,627.41	9,325,144.44	
11.	Net Distributable Profit for the Period, with Donations Included			19,309,350,318.41	10,711,507,503.51	
12.	First Dividend to Shareholders					
	- Cash			3,000,000,000	3,000,000,000	
	- Shares			-	-	
	- Total			3,000,000,000	3,000,000,000	
13.	Dividends Distributed to Preferred Shareholders			-	-	
14.	Other Dividends Distributed			-	-	
	- To the Members of the Board of directors			-	-	
	- To the Employees			-	-	
	- To the Persons other than Shareholders			-	-	
15.	Dividend Distributed to Redeemed Shareholders			-	-	
16.	Second Dividend to Shareholders			-	-	
17.	General Legal Reserves			-	-	
18.	Statutory Reserves			-	-	
19.	Special Reserves			-	-	
20.	Reserve for Contingencies			16,296,332,691	7,702,182,359.07	
21.	Other Sources Planned to be Distributed					
DIVIDEND PER SHARE INFORMATION TABLE						
NET (**)	GROUP TOTAL	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TRY NOMINAL VALUE	
		CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
		2,700,000,000	-	13.99230	0.88143	88.14

(*) Net profit for the period is (19,762,026,000 - 1,301,657,000=) 18,460,369,000 Turkish Lira, out of which 788,370,000 Turkish Lira portion coinciding to non-controlling shares, 1,673,060,000 Turkish Lira coinciding to tax income - expenses relevant to the operations reflected in the Other Comprehensive Income Table, as a result of which (18,460,369,000 - 788,370,000 + 1,673,060,000=) 19,345,059,000 Turkish Lira is the net profit amount for the period that belongs to equity holders of the parent.

(**) With the assumption that the dividend is distributed to resident tax payer real persons and there is no income subject to any exemption, withholding tax of 10% has been applied as per the Resolution number 2021/4936 and dated 22/12/2021 of the Council of Ministers in the net calculation of the gross profit per share.

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

CURRENT TEXT	NEW TEXT
<p>Türkiye Şişe ve Cam Fabrikaları A.Ş. Articles of Association</p>	<p>Türkiye Şişe ve Cam Fabrikaları A.Ş. Articles of Association</p>
<p>GENERAL ASSEMBLY ARTICLE 15- 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.</p>	<p>GENERAL ASSEMBLY ARTICLE 15- 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. General Assembly is performed as open to public including stakeholders and media without having a right to make any comments. 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.</p>