

**Minutes of Türkiye Şişe ve Cam Fabrikaları Anonim Şirketi Ordinary  
General Assembly Meeting Held on  
March 28, 2022**

Ordinary General Assembly Meeting of Türkiye Şişe ve Cam Fabrikaları Anonim Şirketi has been held on March 28, 2022, 10:00 at İcmeler Mah. D-100 Karayolu Cad. No:44/A 34947 Tuzla-Istanbul under the supervision of Ministry Representative Mustafa Kendi, who has been assigned by the Republic of Turkey Ministry of Trade, Directorate of Istanbul Provincial Trade with letter no 73202493 on March 25, 2022.

The convocation has been made within legal period, as set out by the Turkish Commercial Code numbered 6102, Capital Market Board law numbered 6362 and the Articles of Association and as to involve the agenda and date of General Assembly has been disclosed at [www.sisecam.com.tr](http://www.sisecam.com.tr), Website of Public Disclosure Platform (KAP), and Electronic General Assembly Meeting system (EGKS) of Merkezi Kayıt Kuruluşu A.Ş. ("MKK") on March 4, 2022 and also has been declared in publication of Turkish Trade Registry Gazette dated March 4, 2022 no: 10530. Registered letters have not been sent to our shareholders for invitation to the General Assembly Meeting in accordance with Article 29 of Capital Market Board.

In the disquisition of the list of attendants, 306,321,405,617 company shares of corresponding to TRY 3.063.214.056.17 of issued capital in total, attendants TRY 1,007,683.0615 have been presented and TRY 1.751.152.477,148 have been presented via representatives and TRY 333,415,577.23 have been presented via electronically and total TRY 2,085,575,737.4395 have been stated in the meeting. Thus, minimum meeting quorum has been supplied pursuant to Articles of Association and law.

The Vice Board Chairman Prof. Dr. Ahmet Kirman, General Manager Mustafa Görkem Elverici and Zeynep Okuyan Özdemir who is representing the independent audit firm of the company stated present in the General Assembly Meeting.

In accordance with paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code, it was determined that the Company fulfilled the electronic general assembly preparations in accordance with the legal regulations. Mrs. Sibel Koç Karacaoğlu, who holds the "Merkezi Kayıt Kuruluşu Electronic General Assembly System Certificate", was authorized by the Board of Directors to use the electronic general assembly system.

Minimum meeting quorum was supplied and not being any objection to this issue, The Vice Board Chairman Prof. Dr. Ahmet Kirman has initiated the General Assembly Meeting physically and electronically at 10.00, with the permission of the representative of the Ministry. Before proceeding to the discussion of the agenda items, information was given about the electronic voting regulations. The representative of the Ministry, Mustafa Kendi, stated that the meeting was started at 12.45 due to the malfunctions in the electronic general assembly system (e-GKS), and at the same time, the disclosure of the subject was announced at Public Disclosure Platform (KAP).

1. In line with the resolution, it has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş. that to elect Mr. Ahmet Kırmán as the chairman, Mr. Mustafa Görkem Elverici as the vote collector and Mr. Gökhan Güralp as the secretary of the minutes of the council and to commission the executive board to sign the general assembly minutes.

Being no another proposal, resolution has been voted physically, electronically and accepted with 2,085,526,038.3925 acceptance votes against 49,699.047 rejection.

2. In line with the resolution, it has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş. that the 2021 annual report of the Board has been deemed to have read and Audit Report opinion have been read issued by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member firm of Ernst & Young Global Limited).

Being no another proposal, resolution has been voted physically, electronically and accepted with 2,084,104,008.3925 acceptance votes against 1,471,729.047 rejection. The Audit Report Opinion has been read to Shareholders in General Assembly.

3. In line with the resolution, it has been requested by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş. that the independently audited consolidated financial statements have been read by main groups as Million TRY in line with the resolution, which have been prepared in accordance with the “Communique Regarding Financial Reporting in Capital Market” of Serial No: II-14.1 of Capital Market Board (“CMB”), and with Turkish Accounting Standards (TAS), which are exactly compatible with International Financial Reporting Standards (IFRS).

Being no another proposal, resolution has been voted physically, electronically and accepted with 2,084,118,700.0895 acceptance votes against 1,457,037.35 rejection. Consolidated Financial Statements of 2021 has been read to Shareholders as proposed and opened for discussion by the Council Chairman. The financial statements for 2021 were approved by with 2,084,104,014.0895 acceptance votes against 1,471,723.35 rejection votes.

4. In line with the resolution, it has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş. that Hasan Cahit Çınar, who was elected to complete his term in place of Senar Akkuş, who resigned from the Board of Directors on September 23, 2021, and Ms. Zeynep Hansu Uçar, who resigned from the Board of Directors on 03 January 2022, and Ms. Can Yücel, who was elected to complete her term of office. Approval of board memberships was voted physically and electronically. resolution has been voted physically, electronically and accepted with 2,078,562,615.9705 acceptance votes against 7,013,121.469 rejection.

5. Release of the Members of the Board of Directors from liability for the affairs for the year 2021 have been voted in physically and electronically and resolution accepted with 2,083,704,153.2245 acceptance votes against 1,871,584.215 rejection. Members of the Board of Directors did not vote for their own acquittals.
6. In line with the resolution, it has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş. to assign the following members who have written declarations that they accept the duty in accordance with Article 10 of the Company's Articles of Association as Board Members, due on the date of the following 2022 General Assembly that will held in 2023.
- Mr. Hasan Cahit Çınar (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*,
  - Prof. Dr. Ahmet Kırmanc (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*,
  - Mrs. Ahu Serter (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*,
  - Mr. Can Yücel (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*,
  - Mrs. İzlem Erdem (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*,
  - Mr. Şener Oktik (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*,

And to assign the following members, who has written declarations stating that they accept the duty as independent members, whose conformity opinions were received with the letter of the Capital Markets Board dated 4 February 2022 and numbered E-29833736-110.07-07-16800, as Independent Members in accordance with the provisions of the Capital Market Board (“CMB”), Corporate Governance Communique Serial No: II-17.1, article 4.3.7 regarding the Determination and Application of Corporate Governance Principles,

- Mr. Dinç Kızıldemir (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*,
- Mrs. Gül Ayşem Sargın (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*,
- Mr. Mehmet Cem Kozlu (T.R. ID No: \*\*\*\*\*), who resides in \*\*\*\*\*.

Being no another proposal, resolution has been voted physically, electronically and accepted with 1,756,012,659.2245 acceptance votes against 329,563,078.215 rejection.

7. In line with the resolution, it has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş. to determine the monthly gross salaries of Board Members as TRY 30,250.

Being no another proposal, resolution has been voted physically, electronically and accepted with 1,844,865,702.5485 acceptance votes against 240,710,034.891 rejection.

8. In line with the resolution, it has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş., to inform the shareholders regarding article 1.3.6 of Corporate Governance Principles of the Capital Market Board and to permit the Board Members in accordance with articles 395 and 396 of the Turkish Commercial Code. resolution has been voted physically, electronically and accepted with 2,085,574,095.7165 acceptance votes against 1,641.723 rejection. The note has been read to inform the shareholders.

In line with the resolution, it has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş., to inform the shareholders regarding article 1.3.6 of Corporate Governance Principles of the Capital Market Board and to permit the Board Members in accordance with articles 395 and 396 of the Turkish Commercial Code. resolution has been voted physically, electronically and accepted with 2,085,574,087.7165 acceptance votes against 1,649.723 rejection. The note has been read to inform the shareholders.

9. The Chairman of the meeting had the agenda read and asked if anyone wanted to take a word or had a motion. 3 proposals were submitted to the Chairman of the Meeting.

According to the 1st proposal given by Recep Anar, the company employees and the board of directors were offered the right to gain 10% of the profit share. Resolution has been voted physically, electronically and rejected with 1,752,087,862.5775 rejection votes against 333,487,874.862 acceptance.

According to the 2nd proposal given by Erkan Umut Mergen, the company did not distribute profits and offered to use the relevant amount in company financing. Resolution has been voted physically, electronically and rejected with 1,752,088,435.9245 rejection votes against 333,487,301.515 acceptance.

According to the 3rd proposal given by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş. In line with the resolution, that our TRY 9,133,285,000 of net consolidated profit for 2021, which was stated in Company's 2021 consolidated financial statements (balance sheet) that was prepared in accordance with the "Communique on Financial Reporting in Capital Market" Serial No: II-14.1 of Capital Market Board ("CMB") would be distributed in accordance with the regulations of CMB regarding profit distribution and 25th article of our articles of incorporation and in "Profit Distribution Policy" of our company resolution has been voted physically, electronically and accepted with 2,085,573,224.9205 acceptance votes against 2,512.519 rejection.

According to the 3rd proposal given by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş. In line with the resolution, that our TRY 9,133,285,000 of net consolidated profit for 2021, which was stated in Company's 2021 consolidated financial statements (balance sheet) that was prepared in accordance with the "Communique on Financial Reporting in Capital Market" Serial No: II-14.1 of Capital Market Board ("CMB") would be distributed in accordance with the regulations of CMB regarding profit distribution and 25th article of our articles of incorporation and in "Profit Distribution Policy" of our company; that TRY

1,250,000,000 gross dividend, which accounts for 40.80681 % of current issued capital would be distributed in cash, that net cash would be paid after income tax withholding over cash profit share to the shareholders subject to withholding and that cash dividend payment date would be determined as May 31, 2022 were proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş.

The third proposal made by the board of directors has been voted in physically, electronically and accepted with 2,085,573,224.9205 acceptance votes against 2,512.519 rejection.

<b>1. Net Period Profit</b>	<b>9,133,285,000.00</b>
<b>2. As per 5/1-e Article of Corporate Tax Law the Amount of Special Fund</b>	<b>(10,808,060.23)</b>
<b>3. Primary Legal Reserve</b>	<b>-</b>
<b>4. Net Distributable Period Profit</b>	<b>9,122,476,939.77</b>
<b>5. Donations Made within the year</b>	<b>8,912,707.33</b>
<b>6. Net Distributable Period Profit with the Addition of Donations, where the First Dividend will be Calculated</b>	<b>9,131,389,647.10</b>
<b>7. First Dividend to Shareholders</b>	
- Cash	1,250,000,000.00
- Bonus Shares	-
<b>Total Dividend</b>	<b>1,250,000,000.00</b>
<b>8. Excess Reserve</b>	<b>7,872,476,939.77</b>

10. In accordance of the resolution was proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş., to authorize the Board of Directors to distribute dividend advances in accordance with the principles set out in the “Dividend Communique” of Capital Markets Law in 2022.

Since there was no other proposal, it has been voted in physically, electronically and accepted with 2,085,575,733.3925 acceptance votes against 4,047 rejection votes.

11. In according to the resolution has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş., that the Board of Directors have been authorized to buy-back executions of the company shares up to a maximum of 1 Billion 200 Million Turkish Liras from the Borsa Istanbul Stock Exchange Market with a maximum nominal value of 150 Million Turkish Liras and to be covered by the internal resources of the company. It was proposed to continue the share buyback transaction limit of 2022 in accordance with the authorization given at the general assembly dated 30 March 2021 and to provide information about the share buyback transactions made in 2021.

In this context, during the year Company shares has been purchased amounted TRY 349,148,634.81, nominal of TRY 39,213,027 in total, at price range is between 6.45 – 12.90, regarding to buy-back. These buy-back shares correspond to 1.28 % of the issued capital.

Since there was no other proposal, it has been voted in physically, electronically and accepted with 2,084,477,713.3925 acceptance votes against 1,098,024.047 rejection votes.

- 12.** According to the resolution has been proposed by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş., Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member firm of Ernst&Young Global Limited) has been assigned as independent auditor firm for 1 year to audit the Company's financial statements of 2022 and other activities within the scope of the relevant regulations in these laws in accordance with the Capital Market Board Law No.6362, Turkish Commercial Code No.6102 and other relevant legislations.

Since there was no other proposal, it has been voted in physically, electronically and accepted with 1,757,286,121.3925 acceptance votes against 328,289,616.047 rejection votes.

- 13.** In accordance with the Capital Market Board's Corporate Governance Principles Communiqué no. II-17.1, the shareholders have been informed regarding the donations totaling TRY 8,912,707.33 granted to various foundations and associations throughout the year 2021 for social aid purposes.

The Chairman of the meeting had the agenda item read and asked if anyone wanted to take the word or had a motion. 3 proposals were submitted to the Chairman of the Meeting. According to the 1st proposal given by Recep Anar, it was proposed to donate 5% of the company's profit. Resolution has been voted physically, electronically and rejected with 1,752,087,085.7815 rejection votes against 333,488,651.658 acceptance.

According to the 2nd proposal given by Mustafa Can Kaya, it was proposed to donate 5 Million TL to the company's LÖSEV institution. Resolution has been voted physically, electronically and rejected with 1,752,086,998.7815 rejection votes against 333,488,738.658 acceptance.

According to the 3rd proposal given by the representative of the T. İş Bankası A.Ş. and Efes Holding A.Ş., the upper limit of the donations to be made in 2022 was determined as TRY 20,000,000. The third proposal has been voted in physically, electronically and accepted with 2,085,559,401.7165 acceptance votes against 16,335.723 rejection votes.

**14.** In accordance with the regulations of the Capital Markets Board; the shareholders have been informed with respect to the collateral, pledges, mortgages provided on behalf of third parties was disclosed in Note 23 in Financial Statements as of December 31, 2021.

**15.** No questions asked at the wishes section. As there is no other item to discuss on the agenda, Mr. Prof. Dr. Ahmet Kirman closed the meeting at 14:20.

The minutes of this meeting were prepared (5 originals), read in the place of the meeting and in the presence of the General Assembly and signed on March 28, 2022 at Tuzla/İstanbul, 15:30

**VOTE COLLECTOR  
GÖKHAN GÜRALP**

**CHAIRMAN  
PROF. DR. AHMET KIRMAN**

**SECRETARY OF THE MINUTE  
MUSTAFA GÖRKEM ELVERİCİ**

**MINISTRY REPRESENTATIVE  
GÜNER KAKI**