



## 1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING OF 28 MARCH 2022

As our Company's 2021 Shareholders Ordinary General Assembly Meeting will be held on March 28th, 2022, Monday, 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 2021, 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.



## 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.	1,563,980,054.48	51.06
Efes Holding A.Ş.	185,093,915.32	6.04
Other	1,314,140,086.37	42.90
<b>Total</b>	<b>3,063,214,056.17</b>	<b>100.00</b>

### 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 2021.

### 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:

On December 21, 2021, Ciner Resources Corporation, Ciner Wyoming Holding Co., Ciner Wyoming LLC and Atlantic Soda LLC were acquired.

Pacific Soda LLC, which was a joint venture until December 21, 2021, became a joint operation by purchasing another 10% of its shares.

Upon the resolution taken at the Board of Directors meeting dated 03.02.2022, it has been decided to acquire the Italian company Refel S.p.A., one of the world's leading refractory materials manufacturers with an annual production capacity of 6K tons, in exchange for a cash payment of EUR 22 Million. With this strategic acquisition, Şişecam aims to secure its AZS refractory needs and manage supply chain-based risk for its new furnace investments and scheduled furnace maintenance processes while deeply caring about Refel's existing and potential clients' refractory material requirements. The public was informed with the PDP announcement on February 3, 2022.



**3. OUR EXPLANATIONS REGARDING THE ARTICLES ON THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED ON 28 MARCH 2022**

**1. Election of the members of the Chairmanship Council and granting the Chairmanship Council the power to sign the minutes of the General Meeting,**

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. Presentation of Annual Report of the Company for the fiscal year 2021 prepared by the Board of Directors and presentation of the summary of the Independent Audit Report for the year 2021,**

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.sisecam.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. Review, discussion and approval of the Balance Sheet and Income Statement as of and for the year ended 2021,**

Within the framework of the TCC and the Regulation, following the reviews and discussions on the Balance Sheet as of the year 2021 and Income Statement for the year ended 2021, 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,**

Mr. Hasan Cahit Çınar, on 27 September 2021, to be submitted to the approval of the first General Assembly to be held in accordance with the article 363 of the Turkish Commercial Code, to serve as a member of the Board of Directors vacant due to the resignation of Mrs. Senar Akkuş on September 23, 2021. He was elected as the Vice President.

Mr. Can Yücel was appointed on January 3, 2022, to be submitted to the approval of the first General Assembly to be held pursuant to Article 363 of the Turkish Commercial Code, to serve within the remaining term for the vacant Board of Directors membership due to the resignation of Mrs. Zeynep Hansu Uçar on 31 December 2021.

**5. Release of the Members of the Board of Directors from liability for the affairs,**

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 2021 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,**

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 30, 2021. Our Board Members' legal term of office shall end on the date of the Ordinary General Assembly of Shareholders to be held on March 28, 2022. 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, Aysun Mercan and Dr. Mehmet Cem Kozlu 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 2021. 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  
Dr. Mehmet Cem Kozlu,

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 17, 2022, resumes and declarations of independence included in Annex-2 have been submitted for the evaluation of the Capital Markets Boards at the dated January 24, 2022 and have been approved by CMB's Letter No. E-29833736-110.07.07-16800 dated February 4, 2022.

#### **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. Authorization of the Members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code,**

It is, only with the approval by the General Assembly, possible for the members of our Board of Directors to perform transactions within the framework of the Article 395, entitled "the Prohibition to Transacting with and Becoming Indebted to the Company" and of the Article 396, entitled "Noncompetition", contained in the TCC. As per the CMB's mandatory Corporate Governance Principle No. 1.3.6, prior approval should be granted by the General Assembly so that the majority shareholders, the members of the Board of Directors, top executives and their spouses and their relatives by blood and by marriage (up to the second degree) are able to perform any significant transactions in such a nature that may cause a conflict of interest with the Company or with any subsidiaries thereof and so that these persons are able to compete with them. In addition, information about the mentioned transactions should be provided at the General Assembly. In order that the requirements of these arrangements can be fulfilled, the request to grant the mentioned permission shall be submitted to our shareholders for approval at the General Assembly and, in addition, our shareholders shall be informed about the transactions that have been performed in such a nature within the year.

#### **9. Taking a Resolution on the Profit Distribution of the year 2021 and the date of the dividend distribution,**

According to our financial statements for the period January 1, 2021, and December 31, 2021 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 9,133,285 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.



**10. Authorization of the Board of Directors for Distribution of Dividend Advance in 2022,**

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 2022 with the decision of the Board of Directors.

**11. 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,**

At the meeting of the Board of Directors of the Company on February 26, 2021; Pursuant to the announcements of the Capital Markets Board dated 21 July 2016 and 25 July 2016, the maximum number of shares that can be subject to Buy-Back is determined as 15,000,000,000 (150,000,000 Turkish Liras in nominal), and it has been decided to determine the fund to be allocated as 1,200,000,000 Turkish Liras at most, to be covered by the Company's internal resources. Necessary information regarding the transaction that can be made between the date of this announcement and the date of the general assembly will be submitted to the General Assembly and the share buyback transaction limit for 2022 will be submitted to the approval of the General Assembly.

**12. 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 2022 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.

**13. Providing 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 2021,**

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 2021, 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 2022 has been determined by our Board as 20,000,000 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 2021 by the Company and its companies included in the scope of consolidation amounts 8,912,707 Turkish liras.

**14. Providing 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 2021 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.

**15. 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 2021 Dividend Distribution Schedule  
(For the Profit Distribution Schedule, please see the Profit Distribution section of the Annual Report.)



## 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.S.'s 2020 Ordinary General Assembly Meeting to be held at İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla /İstanbul on March 28, 2022, Tuesday, 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;**

- The Agent is authorized to vote accordingly with his/her own opinion.
- The Agent is authorized to vote accordingly with the recommendations of the Company's management.
- 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.			
2.			
3.			

(\* ) 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:

**Dinç Kızıldemir**

(69) 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 a 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 was appointed again as an Independent Member in line with the Corporate Governance Principles of the Capital Markets Board of Turkey at the Ordinary General Meeting of Shareholders on March 27, 2020 and he has been an independent member since 21 March 2018.

**Gül Ayşem Sargın**

(51) She graduated from the Department of Economics of the Middle East Technical University in 1992. She has served on the currency markets division in Türk Eximbank (Türkiye İhracat Kredi Bankası A.Ş.) between 1992 and 1994 and worked in Omni Ltd. between 1995 and 1997. She worked as a Senior Economic Advisor at the Embassy of the United States of America between 1997 and 2010, and in this role, she worked on strengthening Turkish-American investment and trade relations, especially in the energy, aviation, health and telecommunications sectors. Between 2010 and 2012, she served as Director of External Relations and worked on the negotiation of an international gas pipeline in British Petroleum ("BP") in Turkey. In the years between 2012-2015 has served as Director of Public Affairs and Policy in General Electric ("GE") Turkey. She has been serving as Managing Director and Country Representative in Boeing Turkey since 2015, September and also served as the President of the International Investors Association ("YASED") in February 2019. She is currently a Board Member of AmCham (American Group of Companies) and Foreign Economic Relations Board ("DEİK") and a member of the Board of Trustees of TED Istanbul College.

**Dr. Mehmet Cem Kozlu**

(75) A graduate of Denison University, Cem M. Kozlu has an MBA degree from Stanford University and a PhD from Boğaziçi University. He worked as a manager at NCR in the USA and Procter & Gamble in Switzerland, and acted as the Managing Director of Komili for 12 years. Serving as the Managing Director and the Chairman of the Board of Directors at Turkish Airlines between 1988 and 1991, he was elected as the Chairman of the Association of European Airlines (AEA) in 1990. Then, he remained in public positions as a Member of the Parliament between 1991 and 1995 and as the Chairman of the Board of Directors at Turkish Airlines between 1997 and 2003. Kozlu has worked at the Coca-Cola Company at different positions since 1996. Assuming responsibility for 51 countries as the President of Central Europe, Eurasia and the Middle East Group headquartered in Vienna prior to his retirement in 2006, Kozlu acted as Adviser for Eurasia and Africa Group at the Coca-Cola Company between 2007 and 2015. Kozlu served as a Board Member at Hürriyet, TAV and The Marmara Hotels & Residences and as the Chairman of the Board of Directors at Evyap Asia headquartered in Singapore. Kozlu currently serves on the boards of Coca-Cola Beverages, Anadolu Efes Biracılık ve Malt Sanayii, Koç Holding, Kamil Yazıcı Yönetim ve Danışmanlık A.Ş., Pegasus Airlines, and DO&CO (Vienna) and acts as a Board of Trustees member at Muhtar- Defne Kent and Boğaziçi University Foundation and Istanbul Modern Arts Foundation. He is the Chairman of the Board of Directors of the Global Relations Forum. Dr. Cem Kozlu worked as a lecturer at Boğaziçi and Denison Universities and authored 10 books and many articles as well producing TV series on management. Dr. Cem Kozlu was appointed again as an Independent Member in line with the Corporate Governance Principles of the Capital Markets Board of Turkey at the Ordinary General Meeting of Shareholders on March 27, 2020 and he has been an independent member since 21 March 2018.





## 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**

**17.01.2022**



## 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

**Gül Ayşem Sargın**

**17.01.2022**

**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") Communiqué 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

**Dr. Mehmet Cem KOZLU**

**17.01.2022**

<b>Türkiye Şişe ve Cam Fabrikaları A.Ş. 2021 Dividend Distribution Schedule (TRY)</b>			
1. Paid-In Capital			3,063,214,056.17
2. General Legal Reserves (According to Statutory Records)			1,114,128,372.23
<b>If there are any privileges in profit distribution according to the Articles of Association; information on the mentioned privileges</b>			
		<b>According to CMB</b>	<b>According to Legal Records</b>
3.	<b>Profit for the Period</b>	<b>11,077,538,000</b>	<b>7,525,663,864.13</b>
4.	<b>Taxes Payable (-)</b>	<b>(2,371,420,000)</b>	<b>(1,082,457,954.97)</b>
5.	<b>Net Profit for the Period (=) (*)</b>	<b>9,133,285,000</b>	<b>6,443,205,909.16</b>
6.	<b>Losses from Previous Years (-)</b>	-	-
7.	<b>General Legal Reserves (-)</b>	-	-
8.	<b>Amount allocated to the Special Funds as per the Articles 5/1-e of Corporate Tax Law</b>	<b>(10,808,060.23)</b>	<b>(10,808,060.23)</b>
9.	<b>Net Distributable Profit for the Period (=)</b>	<b>9,122,476,939.77</b>	<b>6,432,397,848.93</b>
10.	Donations Within the Year (+)	8,912,707.33	3,564,300
11.	<b>Net Distributable Profit for the Period, with Donations Included</b>	<b>9,131,389,647.10</b>	<b>6,435,962,148.93</b>
	First Dividend to Shareholders		
	- Cash	1,250,000,000	1,250,000,000
	- Shares	-	-
12.	<b>- Total</b>	<b>1,250,000,000</b>	<b>1,250,000,000</b>
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.	<b>Reserve for Contingencies</b>	<b>7,872,476,939.77</b>	<b>5,182,397,848.93</b>
21.	<b>Other Sources Planned to be Distributed</b>		

<b>DIVIDEND PER SHARE INFORMATION TABLE</b>						
<b>NET (**)</b>	<b>GROUP</b>	<b>TOTAL DIVIDEND AMOUNT</b>		<b>TOTAL DIVIDEND AMOUNT / NET DISTRIBU TABLE PROFIT FOR THE PERIOD</b>	<b>DIVIDEND PER SHARE FOR 1 TRY NOMINAL VALUE</b>	
		<b>CASH (TRY)</b>	<b>SHARES (TRY)</b>	<b>RATIO (%)</b>	<b>AMOUNT (TRY)</b>	<b>RATIO (%)</b>
	<b>TOTAL</b>	<b>1,125,000,000</b>	-	12.33218	0.36726	36.73

(\*) Net profit for the period is (11,077,538,000 - 2,371,420,000=) 8,706,118,000 Turkish Lira, out of which 91,091,000 Turkish Lira portion coinciding to non-controlling shares, 518,258,000 Turkish Lira coinciding to tax income - expenses relevant to the operations reflected in the Other Comprehensive Income Table, as a result of which (8,706,118,000 - 91,091,000 + 518,258,000=) 9,133,285,000 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.

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