

GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ
INFORMATION DOCUMENT OF
2021 ORDINARY GENERAL ASSEMBLY DATED MAY 25, 2022

ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CMB CORPORATE GOVERNANCE PRINCIPLES

The additional explanations related to the agenda items, which should be provided in accordance with corporate governance principle 1.3.1 in Capital Market Board's "Communiqué on Corporate Governance" numbered II-17.1, are presented below and general information has been presented to our shareholders' information in this section:

1. Shareholding Structure and Voting Rights:

Authorized capital of Gübre Fabrikaları Türk Anonim Şirketi ("the Company" or "Gübretaş") is TRY 1.000.000.000 and issued capital is TRY 334.000.000. There are no privileged shares in the Company. The shareholding structure of the Company as of March 28, 2022, which is the date of the invitation of General Assembly, is as follows:

Shareholders	Share Amount-₺	Share in Capital (%)	Voting Right	Voting Right (%)
Central Union of Turkish Agricultural Credit Cooperatives	253.684.606,88	75,95%	25.368.460.688	75,95%
Oğuzhan Şahinkaya	29.034.947	8,69%	2.903.947.000	8,69%
Other	51.280.944	15,36%	5.128.094.412	15,36%
Total	334.000.000	100,00%	33.400.000.000	100,00%

2. Information Regarding Changes in the Management and Operations that would have a Significant Impact on the Company and our Subsidiaries:

Informations about the managerial and operational changes, which can have significant effect on Gübretaş and its subsidiaries, are being announced to public through material disclosures and financial statements.

These disclosures can be found at the website of the Public Disclosure Platform ("KAP") at <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/974-gubre-fabrikalari-t-a-s> and corporate internet site at <https://www.gubretas.com.tr/yatirimci-iliskileri/ozel-durum-aciklamalari/>.

3. Information Regarding the Requests of the Shareholders for Inclusion of additional items onto the Meeting Agenda:

Investor and Subsidiaries Relations Department of the Company has not received any written requests (through notary) from its shareholders regarding the inclusion of any additional items onto the agenda of the 2021 Annual General Assembly.

**EXPLANATIONS REGARDING THE AGENDA OF
ORDINARY GENERAL ASSEMBLY MEETING DATED MAY 25, 2022**

1. Opening and formation of the Meeting Board

The Meeting Board, which consists of the chairman, vote collector and minutes scribe, shall be constituted to conduct the Ordinary General Assembly within the framework of Turkish Commercial Code No: 6102, "Regulation on Procedures and Principles of Ordinary General Assemblies of Joint Stock Companies and Representatives of the Ministry of Customs and Trade who shall attend these Meetings ("Regulation")" and related "Internal Directive" of the Company.

2. Reading and discussing of the Activity Report of the Board of Directors for the fiscal year 2021

Activity Report of the Board of Directors for the fiscal year 2021, shall be read at the General Assembly and be submitted for the negotiation of the Company's shareholders.

3. Reading the Independent Auditor's Report for the fiscal year 2021

"The Independent Auditor Report" signed by Eren Bağımsız Denetim A.Ş. (Grant Thornton), which was selected to audit the financial statements for the period between 01.01.2021–31.12.2021 and to conduct related activities according to regulations, shall be read.

4. Reading, discussing and approval of the Financial Statements for the fiscal year 2021

Financial Statements for the period between 01.01.2021–31.12.2021 will be read and submitted to the negotiation and approval of the Company's shareholders.

5. Acquittal of the members of the Board of Directors

The acquittal of the Company's Board of Directors due to their activities and accounts of the year 2021 shall be submitted for the approval of the Company's shareholders.

6. Accepting, accepting by amendment or rejecting the proposal of the Board of Directors about the distribution of the profit of 2021, the dividend payout ratio and the date of dividend distribution

The following proposal of the Company's Board of Directors on the profit distribution shall be presented to the approval of the General Assembly.

Profit Distribution Proposal of Gübre Fabrikaları T.A.Ş. for the year 2021

The Table of Dividend Distribution of Gübre Fabrikaları T.A.Ş. for the year 2021 (TRY)			
1	Paid-In / Issued Capital	334.000.000,00	
2	Total Legal Reserves (According to Legal Records)	52.456.085,39	
Information on privileges in dividend distribution, if any, in the Articles of Association			None
		According to CMB	According to Legal Records
3	Current Period Profit	608.263.683,00	808.231.984,24
4	Taxes Payable (-)	138.474.285,00	52.303.647,45
5	Net Current Period Profit (=) (Net Profit to Parent Company for CMB)	523.125.635,00	755.928.336,79
6	Losses in Previous Years (-)		362.132.883,58
7	Primary Legal Reserves (-)	14.343.914,61	14.343.914,61
8	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	508.781.720,39	379.451.538,60
9	Donations Made during the Year (+)	1.508.968,52	1.508.968,52
10	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated (=)	510.290.688,91	380.960.507,12
11	First Dividend to Shareholders	-	-
	<i>Cash</i>	-	-
	<i>Stock</i>	-	-
	<i>Total</i>	-	-
12	Dividend Distributed to Owners of Privileged Shares	-	-
	Other Dividend Distributed	-	-
13	<i>To the Members of the Board of Directors</i>	-	-
	<i>To the Employees</i>	-	-
	<i>To None Shareholders</i>	-	-
14	Dividend to Owners of Redeemed Shares	-	-
15	Second Dividend to Shareholders	-	-
16	Secondary Legal Reserves (-)	-	-
17	Statutory Reserves	-	-
18	Special Reserves	-	-
19	EXTRAORDINARY RESERVES	508.781.720,39	379.451.538,60
20	Other Distributable Resources	-	-

The Table of Dividend Distribution of Gübre Fabrikaları T.A.Ş. for the year 2021 (TRY)						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TRY	
		CASH (TRY)	STOCK (TRY)	SHARE (%)	AMOUNT (TRY)	SHARE (%)
GROSS	TOTAL	0,00	0,00	0,00%	0,0000	0,00
NET	TOTAL	0,00	0,00	0,00%	0,0000	0,00

In the accounting period of 2021, the Company has obtained a Consolidated Net Period Profit (Parent Shares) of TRY 523,125,635.00. Net Profit for the Period According to Legal Records is TRY 755,928,336,79.

In accordance with the Article 30 of our Articles of Association and the Turkish Commercial Code, firstly, the previous year's losses of 362,132,883.58 TL should be deducted from the 755,928,336,79 TL Net Period Profit obtained according to the Legal Records, then 14,343,914.61 TL General Legal Reserve. (1st Order), leaving the remaining 379,451,538.60 TL as Extraordinary Reserves,

According to the financial statements prepared according to the CMB, 14,343,914.61 TL General Legal Reserves (1st Order) are allocated from TRY 523,125,635.00 Net Profit for the Period (Parent Shares) and the remaining TRY 508,781,720.39 is allocated as an Extraordinary Reserve,

In this context, it has been decided to submit the above mentioned Dividend Distribution Table to the approval of the shareholders at the Ordinary General Assembly Meeting.

7. Determination of the remuneration of the members of the Board of Directors

The proposals submitted by the shareholders in this respect shall be put to vote in the General Assembly, and the monthly net remunerations payable to the members of the Board of Directors, effective from the date of General Assembly of this year until the General Assembly Meeting in 2022 at which the year 2021 activities shall be discussed, will be resolved.

The Company's remuneration policy can be found attached.

8. Discussion of the amendment of Article 11 titled "Board of Directors" of the Company's Articles of Association

According to the decision numbered 10582 taken at the meeting of our Board of Directors dated 28.03.2022, the following issues were decided.

- Article 11 of the Company's Articles of Association titled "Board of Directors" is amended as follows,
- in this process, necessary permissions are obtained from the Capital Markets Board and the Ministry of Commerce General Directorate of Domestic Trade for the amendment permit,
- that the said permissions are submitted to the approval of the shareholders at the ordinary general assembly to be held during the year,

decided.

OLD VERSION

THE BOARD OF DIRECTORS

ARTICLE 11

The Company's Board of Directors consists of 9 (nine) members within the framework of the Turkish Commercial Code, Capital Markets Legislation and other relevant legislation. Members of the Board of Directors are chosen by the General Assembly within the frames of provisions of Commercial Code among the shareholders. Provided that chosen by the General Assembly as the member of the Board of Directors, the person who acts principally and/or in deputy as the General Manager of the Company is the natural member of the Board of Directors. The Board of Directors is authorized to represent and bind the Company in the broadest sense at any subject not included within the exclusive power of the General Assembly as required by this Agreement hereby or by TTK or SPK or other relevant legislation. General Assembly meetings can be organized in electronic media if deemed necessary. The Board of Directors holds a meeting with the participation of half of the total number of members and decision is taken through positive votes of the majority of participants. This rule is applied when General assembly meetings organize in electronic media. Related other provisions of TTK and Capital Market Legislation about General Assembly meeting and decisions are applied. The members of the Board of Directors are paid monthly salary and attendance fee within the frames of Main Agreement provisions and as decided upon by the General Assembly.

The number and qualifications of the independent members to take office in the Board of Directors shall be determined according to the CMB regulations on the Determination and Application of Corporate Governance Principles.

Those who are entitled to participate in the Company's meeting of Board of Directors/Managers may be participate in such meetings via electronic means pursuant to the Article 1527 of Turkish Commercial Code. As per the provisions of the Communiqué on the Assemblies to be Held Electronically except for Joint Stock General Assemblies in Commercial Corporations, the Company may establish an Electronic Meeting System which may allow those who are entitled to attend and vote at the meetings in electronic media or purchase such systems which are developed for this purpose. At the meetings, it is ensured that those who are entitled shall exercise, through the system established pursuant to this provision of the Articles of Association of the Company or the system which is outsourced, their rights specified in the relevant legislation within the framework of the provisions of the Communiqué.

NEW VERSION
THE BOARD OF DIRECTORS
ARTICLE 11

The Company's Board of Directors consists of at least 5 (five) and at most 9 (nine) members within the framework of the Turkish Commercial Code, Capital Markets Legislation and other relevant legislation. Members of the Board of Directors are chosen by the General Assembly within the frames of provisions of Commercial Code among the shareholders. Provided that chosen by the General Assembly as the member of the Board of Directors, the person who acts principally and/or in deputy as the General Manager of the Company is the natural member of the Board of Directors. The Board of Directors is authorized to represent and bind the Company in the broadest sense at any subject not included within the exclusive power of the General Assembly as required by this Agreement hereby or by TTK or SPK or other relevant legislation. General Assembly meetings can be organized in electronic media if deemed necessary. The Board of Directors holds a meeting with the participation of half of the total number of members and decision is taken through positive votes of the majority of participants. This rule is applied when General assembly meetings organize in electronic media. Related other provisions of TTK and Capital Market Legislation about General Assembly meeting and decisions are applied. The members of the Board of Directors are paid monthly salary and attendance fee within the frames of Main Agreement provisions and as decided upon by the General Assembly.

The number and qualifications of the independent members to take office in the Board of Directors shall be determined according to the CMB regulations on the Determination and Application of Corporate Governance Principles.

Those who are entitled to participate in the Company's meeting of Board of Directors/Managers may be participate in such meetings via electronic means pursuant to the Article 1527 of Turkish Commercial Code. As per the provisions of the Communiqué on the Assemblies to be Held Electronically except for Joint Stock General Assemblies in Commercial Corporations, the Company may establish an Electronic Meeting System which may allow those who are entitled to attend and vote at the meetings in electronic media or purchase such systems which are developed for this purpose. At the meetings, it is ensured that those who are entitled shall exercise, through the system established pursuant to this provision of the Articles of Association of the Company or the system which is outsourced, their rights specified in the relevant legislation within the framework of the provisions of the Communiqué.

9. Acceptance of the resignation of the members of the Board of Directors who left their duty during the year, election of the members of the Board of Directors and determination of their term of office

The resignations of Fahrettin Poyraz and Vahit Kirişci, who left their positions during the activity period, will be submitted to the approval of the General Assembly. In addition, an election will be held by the General Assembly for the new members of the Board of Directors, replacing the Members of the Board of Directors whose terms of office have expired, Ahmet Bağcı, Mehmet Okan Ateş, Zeynep Müjde Sakar, Selahattin Külcü and İbrahim Yumaklı.

The proposal of the Corporate Governance Committee, approved by the Board of Directors, will be submitted to the approval of the General Assembly in place of the Independent Board Members Murat Yaşa and Mehmet Bulut, whose term of office has expired.

Developments regarding independent and non-independent Board Member nominations will be shared with the public.

10. Submitting the Independent Audit Company selection to the General Assembly for approval, which is selected by the Board of Directors in accordance with Turkish Commercial Code and Capital Markets Board's regulations

With taking into consideration the opinion of the Audit Committee, the Board of Directors' resolution about auditor, to audit the Company's financial statements for the year 2022 accounting period and to fulfill all other obligations required for the auditors by Capital Markets Law numbered 6362 and related regulations, shall be submitted for the approval of the General Assembly.

11. Informing the General Assembly on the warranty, pledge, mortgages and guarantees granted in favor of 3rd parties and the incomes or benefits acquired in the fiscal year 2021

It shall be submitted at the General Assembly for our shareholders' information about warranty, pledge, mortgages, guarantees granted in favor of 3rd parties and incomes or benefits acquired in fiscal year 2021. As of 31.12.2021, there is no warranty, pledge and mortgages given for guaranteeing the debts of other 3rd parties for the performance of ordinary business activities.

12. Within the context of the principle 1.3.6 of Corporate Governance Communique (II-17.1) of Capital Markets Board, giving information to the General Assembly about transactions, that were realized by shareholders who control management, members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage up to second degree

In pursuant of the principle 1.3.6 of Corporate Governance Communique (II-17.1) of Capital Markets Board, the General Assembly will be informed about relevant transactions.

13. Informing the General Assembly on the donations and aids which were provided by the Company in the fiscal year 2021

In pursuant of the article 6 of Dividend Communique numbered II-19.1 of CMB, the General Assembly has to be informed about the donations granted within the year. In the year 2021, the amount of donations granted to foundations and associations is TRY 1.522.065.

14. Informing the General Assembly about “Remuneration Policy” and benefits provided to the top management and discussing these issues

In pursuant of the principle 4.6.2 of Corporate Governance Communique (II-17.1) of Capital Markets Board, the remuneration details of the members of the Board of Directors and top executive management should be submitted to the information of the shareholders as a separate item on the agenda in the General Assembly, giving the shareholders the opportunity to voice their opinions. As indicated in footnote No 30 of our financial report for the year of 2021, the Company paid its members of the Board of Directors and top executive management a total of TRY 5.145.612.

15. Granting authorization to the Members of the Board of Directors to conduct transactions with the company and to compete with company as stated in 395th and 396th articles of the Turkish Commercial Code

The members of our Board of Directors can do business as stipulated in 395th and 396th articles of Turkish Commercial Code entitled “Prohibition of Conducting Transaction with Company, The Prohibition of Borrowing to Company” and “Prohibition of Competition” only with the approval of the general assembly. In order to fulfill the necessity of these regulations, the granting of this permission shall be presented to our shareholders’ approval at the General Assembly meeting.

16. Wishes and requests

17. Closing

APPENDIX

GÜBRETAŞ FABRİKALARI T.A.Ş. REMUNERATION POLICY

Remuneration Principles for the Members of Board of Directors and Executives with Administrative Responsibility

Gübre Fabrikaları T.A.Ş. remuneration policy document defines remuneration system and practices for the members of board of directors and top managers in the scope of those who have administrative responsibility as required by CMB Corporate Governance Principles regulations.

Remuneration Principles for the Members of the Board of Directors and the Executives with Administrative Responsibility are established in accordance with the international standards and the legal obligations by taking into consideration the macro-economic data in the market, the compensation policies prevailing in the market, the size of the company and the experiences, trainings, contributions of the individuals with respect to their current positions.

The basic purpose of this remuneration policy formed in the scope of principles above is to reward the success for the purpose of supporting our company to realize targets of company employees and to obtain the work results above their targets and to place the targetfocused performance culture in our company.

Remuneration Principles for the Members of Board of Directors

Within the scope of the Provisions of Articles of Association and relevant legislation which is valid for all the members of the Board of Directors, the amounts of fixed monthly fee, attendance fee and travelling expenses determined by the General Assembly are paid to the Board of Directors.

Remunerations paid to managers are determined by The Board of Directors.

For the remuneration of Independent Board Members, payment plans based on profit share, stock options or the company's performance may not be used. The wages for Independent Board Members shall be at a level reasonable for them to sustain their independence.

Remuneration Principles for Executives with Administrative Responsibility

Human Resources Department and Remuneration Committee defines its proposals related to the salary calculation of the senior managers considering the long-term objectives of the Company.

Remunerations for Executives with Administrative Responsibility arranged and applied in accordance with the fair, objective, appreciating high performance, competitive, rewarding and motivating criterias in the direction of the main targets of company.