

GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ
INFORMATION DOCUMENT OF
2022 ORDINARY GENERAL ASSEMBLY DATED APRIL 19, 2023

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 21, 2023, 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	29.993.640	8,98%	2.999.364.000	8,98%
Other	50.321.753,12	15,07%	5.032.175.312	15,07%
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 <http://www.gubretas.com.tr/icerik/55/2064/kap-haberleri.aspx>.

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 2022 Annual General Assembly.

**EXPLANATIONS REGARDING THE AGENDA OF
ORDINARY GENERAL ASSEMBLY MEETING DATED APRIL 19, 2023**

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 2022

Activity Report of the Board of Directors for the fiscal year 2022, 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 2022

"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 01.01.2022–31.12.2022 and to conduct related activities according to regulations, shall be read.

4. Reading, discussing and approval of the Financial Statements for the fiscal year 2022

Financial Statements for the period between 01.01.2022–31.12.2022 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 2022 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 2022, 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 2022

The Table of Dividend Distribution of Gübre Fabrikaları T.A.Ş. for the year 2022 (TRY)			
1	Paid-In / Issued Capital	334.000.000,00	
2	Total Legal Reserves (According to Legal Records)	66.800.000,00	
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	1.193.086.552,00	875.926.165,33
4	Taxes Payable (-)	350.028.518,00	169.138.387,72
5	Net Current Period Profit (=) (Net Profit to Parent Company for CMB)	757.352.143,00	706.787.777,61
6	Losses in Previous Years (-)	-	-
7	Primary Legal Reserves (-)	-	-
8	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	757.352.143,00	706.787.777,61
9	Donations Made during the Year (+)	1.890.665,79	-
10	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated (=)	759.242.808,79	-
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	757.352.143,00	706.787.777,61
20	Other Distributable Resources	-	-

The Table of Dividend Distribution of Gübre Fabrikaları T.A.Ş. for the year 2022 (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

Our company distributes dividends to its shareholders within the framework of the profit distribution policy prepared within the scope of the provisions of the Turkish Commercial Code, the Capital Markets Legislation, the Tax Legislation and other relevant legislation, as well as the profit distribution-related articles of our articles of association.

According to financial statements for the accounting period of 01.01.2022-31.12.2022, prepared in accordance with the communique "Principles of Financial Reporting in the Capital Markets (No. II-14.1)" of the Capital Markets Board (CMB) and audited by Eren Bağımsız Denetim A.Ş., 757.352.143,00 TRY consolidated net profit for the period (parent shares) has been obtained. As of now, net profit for the period according to legal records is 706.787.777,61 TRY.

Due to the increasing need for cash because of investments and the requirements to protect the financial structure;

- No profit distribution,
- Transferring all of the net period profit, which will be obtained according to legal records, to extraordinary reserves,

will be submitted to the approval of the General Assembly.

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

The proposals submitted by the shareholders on this respect shall be put to vote in the General Assembly and the fees to be paid to the Board members will be determined.

The Company's remuneration policy can be found attached.

8. Submitting to the General Assembly for approval the elections of the member of the Board of Directors who was assigned by the Board of Directors in accordance with article 363 of Turkish Commercial Code

- the election of Mr. Aytaç Onkun, who was elected after Mr. Mehmet Yener's resignation dated 10.06.2022,
- the election of Mr. Yasin Ayaz, who was elected after Mr. Ahmet Bağcı's resignation dated 03.08.2022
- the election of Mr. Hasan Dursun (elected in 19.08.2022), who was elected after Mr. Adnan Gün's resignation dated 03.08.2022

will be submitted to the approval of the General Assembly. These members were elected in accordance with Article 363 of the Turkish Commercial Code.

In case of any change in the members of the Board of Directors until 19.04.2023, which is the date of the Ordinary General Assembly, the updates will be shared with the public.

9. Election for the members of the Board of Directors and determination of their term

The proposals submitted by the shareholders on this respect shall be put to vote in the General Assembly and the Board members will be elected. There has not been any Board Member nominations sent to the Company till now.

Independent Board Members Mr. Hasan Dursun and Mr. Mustafa Hamarat will be submitted to the approval of the General Assembly again in line with the proposal of the Corporate Governance Committee approved by the Board of Directors and the CMB. [PDP announcement](#) was made by our company on 28.02.2023 regarding this development.

Developments about the non-independent and independent Board member nominations will be announced.

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 2023 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.

The Board of Directors has not made any resolutions about the auditor till now and developments about the selection of auditor will be announced.

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 2022

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 2022. As of 31.12.2022, 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 2022

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 2022, the amount of donations granted to foundations and associations is TRY 1.890.666.

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, the Company paid its members of the Board of Directors and top executive management a total of TRY 9.168.394.

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.