



KORDSA TEKNİK TEKSTİL A.Ş.
MEETING MINUTES OF
THE 2021 ORDINARY GENERAL ASSEMBLY MEETING
DATED 22 MARCH 2022

The 2021 Annual Ordinary General Assembly Meeting of Kordsa Teknik Tekstil Anonim Şirketi was held at the address of the Company's headquarters as Sabancı Center Sadıka Ana Hall I, 4.Levent Beşiktaş İstanbul at 2 pm on 22 March 2022, with the presence of Ministry Representative Mr. Metin KENDİ, assigned by a letter of Istanbul Directorate of Commerce, numbered E-90726394 and dated 21 March 2022.

The meeting invitation in accordance with the Law and the Articles of Association, including the meeting agenda, has been announced in a timely manner on the Official Gazette dated 25 February 2022 and numbered 10525, on our Company's website addressed at www.kordsa.com and on the Electronic General Assembly System of the Central Registry Agency.

Upon the review of the List of Attendants, it is acknowledged that, out of the shares with a total of 19.452.907.600 shares with nominal value of TRY 194.529.076,00; a total of 97.886.900 shares with nominal value of TRY 978.869 are represented in person and a total of 14.340.240.001 shares with nominal value of TRY 143.402.400,01 are represented by their representatives corresponding a total of 144.381.269,01 shares with nominal value of TRY 144.381.269,0 and hence the minimum meeting quorum is reached as stipulated both in the Turkish Commercial Code and the Articles of Association. Then, Ahmed Cevdet ALEMDAR, Chairperson, indicated with the presence of Director Pelin ATASEVEN, representative of the Auditor KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and the discussion of agenda was simulatenously started on electronic and physical environment.

1. Ahmed Cevdet ALEMDAR, Chairperson, served as Meeting Chairperson in accordance with the Article 30 of the Articles of Association and the Internal Directive for General Assembly's Working Principles and Procedures. The Chairperson appointed Şerafettin KARAKIŞ who is the Representative of our main shareholder, Hacı Ömer Sabancı Holding A.Ş. as Vote-Collector, and Oktay DOĞAN who is Global Finance Specialist as Secretary of the meeting and the Chairmanship has been formed for the meeting.

The meeting Chairperson also appointed Hakan Ali BALBAY who is our employee and has "Central Registry Agency Electronic General Assembly System Expert Certificate", to use Electronic General Assembly System.

The meeting Chairperson explained that a total of 507.478.600 shares with nominal value of TRY 5.074.786 are represented by their proxies.

The agenda items were read as they were disclosed. Since there is no request for changing the discussion order of the agenda items, the discussion on the agenda items has been continued as declared.

With the invitation of the Chairman of the Meeting, a minute of silence was held for memory of the founder of our Republic, the Great-Leader Mustafa Kemal Atatürk, and his comrades and anybody who lost his/her life defending this country.

2. The Board of Directors's 2021 Activity Report was deemed as read by majority of the shareholders of the acceptance of the given proposal with TRY 144.381.268,01 aye votes against TRY 1 nay votes. The activity report was discussed and nobody spoke.
3. Upon the approval of the given proposal by majority of the shareholders with TRY 144.381.268,01 aye votes against TRY 1 nay votes, the shareholders were informed through reading of only opinion sections of the 2021 Audit Reports.
4. Upon the approval of the given proposal by majority of the shareholders with TRY 144.381.268,01 aye votes against TRY 1 nay votes, the 2021 Consolidated Financial Statements were deemed as read. Subsequently, the discussion took place:

A shareholder, Hamza İL, who is present at the meeting asked questions as follow: "1) Can we see the details of the financial of other subsidiaries like PT Indo Kordsa? I would like to get information relating to the revenues and profits of composite companies which operate in civil aviation. 2) what are the reasons of the increase on trade receivables and inventories? 3) what is the content of the provision income and loss from derivative financial instruments in the footnotes of the balance sheet?" asked.

Chairman Ahmed Cevdet ALEMDAR stated that the composite segments's turnover ratio is 10% in the consolidated figures and the the composite business unit has made a significant contribution to Kordsa's transformation into an advanced material company. He stated that all sectors were affected by Covid-19 in 2020, but the civil aviation was more affected, the automotive sector rapidly recovered in 2021, but the recovery process in the aviation sector has not supported the increase on aircraft production stage yet. During this process, he talked relating to the Company's effort to diversify its products.

Upon the question relating to trade receivables and inventories, Ahmed Cevdet ALEMDAR declares that Kordsa's business model aims to be close to the customers and in this sense, Kordsa had a valuable year in 2021 during the period of difficulties in the supply chain, and we can see the decreases on turnover ratios for trade receivables and inventories.

Chairman Ahmed Cevdet ALEMDAR gave promise to Fatma Arzu ERGENE, CFO of the Company. Fatma Arzu ERGENE stated that the financial status of the subsidiaries could be send in the footnotes of the balance sheet and further details are not preferred to share due to commercial reasons and competition. Relating to the relationship between increase on revenues and receivables-inventories, she pointed out the fluctuations of foreign currency-based revenues during the year. She stated that revenue is evaluated by average exchange rate whileas receivables and inventories by the year-end exchange rate. She declared that the footnote relating to the litigation is related to the won lawsuit in Brasil, the effect on derivative financial instruments is included to the income statement, foreign exchange losses have similar working principles and this situation does not have negative impacts on the Company.

A shareholder, Fethullah GÜNDÜZ, who is present at the meeting asked question as follow: "How it was evaluated that Kordsa's paid-in capital remained in the level of 15 million USD"

Chairman Ahmed Cevdet ALEMDAR has stated that the opinion was noted.

A shareholder, Cenap PÜSKÜLLÜ, who is in the electronic platform asked questions as follow: "1) What are the initiatives relating to the acquisition or direct investment to be close to the European market, 2) at what stage are we in the public offering of our companies in the USA"

Chairman Ahmed Cevdet ALEMDAR stated that they are sticking with public offering to Europe.

As a result of voting, the Consolidated Financial Statements were approved by majority of the shareholders with TRY 144.381.268,01 aye votes against TRY 1 nay votes.

5. The duties of **Gökhan EYİGÜN**, who was appointed as Board Member to replace **Tamer SAKA**, and **Nusret Orhun KÖSTEM** who was appointed to replace **Burak Turgut ORHUN** effective as of May 11th, 2021 in accordance with Article 14 of the Company's Articles of Association and the Article 363 of the Turkish Commercial Code were voted. As a result of voting, their duties were approved by majority of the shareholders with TRY 144.367.841,01 aye votes against TRY 13.428 nay votes.
6. The Meeting Chairperson stated that according to the List of Attendees in the Meeting there were no Board Members and the shareholders who are charged in the management team. The members of the Board of Directors were released with regard to the 2021 activities as a result of TRY144.381.268,01 aye votes against TRY 1 nay vote.
7. It has been approved with TRY 144.381.268,01 aye votes against TRY 1 nay vote that:
In the determination of the use of 2021 fiscal year profit, in accordance with our Board of Directors' proposal to the General Assembly dated 22 February 2022 and numbered 2022/06, the net distributable profit reached after deducting the reserves stipulated in CMB communiques and in article of 35 of our Articles of Association is decided to be distributed according the profit distribution plan stated below:

1st Dividend	:	9.726.453,80 ₺
2nd Dividend	:	150.273.546,20 ₺
Total Gross Dividend Distributed	:	160.000.000,00 ₺
General Reserves	:	15.027.354,62 ₺
Extraordinary Reserves	:	593.533.523,38 ₺

Regarding to the table above and according to our legal records in compliance with Tax Procedure Law;

- ₺ 160.000.000,00 of the gross profit which will be distributed to shareholders; is to be covered by the net distributable profit,
- ₺ 173.801.618,98 is to be classified as Extraordinary Reserves

Depending on the legal status of the shareholders, representing TL 194.529.076,00 capital, it is decided to distribute gross 82,25% dividend, net 74,02% amounting to ₺ 160.000.000,00 to shareholders starting on April 4th, 2022.

8. It was decided that TRY 26.000 gross monthly fee to be paid to the Deputy Chairperson and each Independent Members of Board of Directors and not to pay any fees payments to other Board Members with the approval of TRY 144.380.855,01 aye votes against TRY 414 nay votes.
9. By taking the recommendations of the Audit Committee and the Board of Directors into account, in accordance with the principles set forth in the Turkish Commercial Code No:6102 and Capital Market Law No:6362, KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was elected as the Auditor to audit the financial statements for the year 2022 and carry out other activities within the scope of relevant regulations of these Laws, with the approval of TRY 144.381.268,01 aye votes against TRY 1 nay vote.
10. The donations and aids amounting to TRY 742.568,98 in 2021 and the beneficiaries of these donations and aid were presented to the shareholders

NAME	AMOUNT
Antalya Manavgat İlçesi Güzelyalı Mahallesi Tadilat İşlemleri	295.000,00
Cumhuriyet Kocaeli Seferberliği	203.752,96
İzmit Burs Derneği	74.000,00
T.C. İzmit Belediye Başkanlığı	40.000,00
Sağlık Bakanlığı	26.463,00
Öğretmen Akademisi Vakfı İktisadi İşletmesi	20.000,00
Gülmek İyileştirir Derneği	19.000,00
TÜSİAD - Türk Sanayicileri ve İş İnsanları Derneği	17.500,00
Kartepe Kubilay Ortaokulu	15.757,62
T.C. Milas Belediye Başkanlığı	12.318,40
Sabancı Üniversitesi	10.000,00
TEMA, Türkiye Erozyonla Mücadele, Ağaçlandırma ve Doğal Varlıkları Koruma Vakfı	7.217,00
TEV - Türk Eğitim Vakfı	1.100,00
Doğal Hayatı Koruma Vakfı	460,00
TOTAL	742.568,98

11. Upon the approval of the given proposal relating to determination of limit of the donations to be made in 2022 with TRY 141.331.327,01 aye votes against TRY 3.049.942 nay votes; the upper limit for donations to be made in 2022 was decided as TRY 1.000.000 except the donations determined the Company's Articles of Association.
12. It was decided to grant permission the Chairperson and the members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code with TRY 142.391.818,01 aye votes against TRY 1.989.451 nay votes.
13. Since this item of the agenda is not subject to voting, voting was not done. The wishes and the requests of the partners were listened.

The shareholder, Mustafa CAN, who was physically present at the meeting, asked the following question:

- 1) What is the content of the application for the investment incentive certificate?
- 2) Will there be a revenue contribution in the thin film and flexible electronics segment in 2022?
- 3) What is the revenue growth expectation in 2022 in USD terms?

Chairman of the meeting, Ahmed Cevdet ALEMDAR, gave promise to the General Manager of the Company, Ali CALISKAN. Ali CALISKAN stated that investment incentives are planned in advance and applications are made, and that information will be made on the Public Disclosure Platform after the investments are clarified. He stated that the thin film and flexible electronics segment is an investment made for Kordsa's transformation into an advanced materials company, therefore it is early to contribute to revenue in 2022. He stated that the 2022 USD-based revenue expectation will be shared by the management later.

Hamza İL, one of the shareholders who is physically present at the meeting, stated that the capital could be increased by using the funds in the balance sheet and this situation could positively affect the share performance of the Company.

Burak KOLSUZ, one of the shareholders who was physically present at the meeting, asked whether the issue of sustainability was seen as a risk for Kordsa or as an opportunity to provide competitive advantage.

Chairman Ahmed Cevdet ALEMDAR stated that sustainability is seen as both a risk and an opportunity for Kordsa and declared that this issue is considered as an opportunity for Kordsa's transformation into an advanced materials company.

Cenap PÜSKÜLLÜ, one of the shareholders who is attending the meeting by using the electronic environment, asked whether the company in America had plans for public offering and studies on military technologies.

Chairman Ahmed Cevdet ALEMDAR stated that the process of initial public offering will be evaluated after the completion of process of the maturation of the value creation process in the United States. He declared that efforts will continue to protect and strengthen life.

Fatih MUTLU, one of the shareholders who is attending the meeting by using the electronic environment, requested that the Company news on the social media be announced on the Public Disclosure Platform as well.

Chairman Ahmed Cevdet ALEMDAR has stated that the opinion was noted.

As there was no more topic to be discussed on the agenda, the Chairman of the Meeting stated that the meeting quorum was maintained throughout the meeting and closed the meeting.

This 5-page report was prepared and signed at the meeting place following the meeting.

Istanbul, 22.03.2022 at 15:22

REPRESENTATIVE OF THE MINISTRY

Mustafa KENDİ

CHAIRMAN OF MEETING

Ahmed Cevdet ALEMDAR

VOTE COLLECTOR

Şerafettin KARAKIŞ

MINUTE CLERK

Oktay DOĞAN