



# NUH ÇİMENTO INDUSTRY INC. PROFIT DISTRIBUTION POLICY

## 1. PURPOSE

This Policy, Turkish Commercial Code, Capital Markets Board (CMB) Corporate Governance Communiqué, Dividend Communiqué No. II-19.1 and other CMB Legislation, Tax Legislation, and other relevant legislation provisions and our Articles of Association “26. Abdominal Taksim” and “27. The “Dividend Policy” of Nuh Çimento A.Ş. (“Company”) has been determined as follows, within the framework of the provisions of the “Dividend and Dividend Advance Distribution” articles. The purpose of the dividend distribution policy is to ensure that a balanced and consistent policy is followed between the interests of the investors and the company in accordance with the relevant legislation, to inform the investors, and to maintain a transparent policy towards the investors in terms of dividend distribution.

The Company's Dividend Distribution Policy has been prepared in accordance with the CMB's Corporate Governance Communiqué (II-17.1), Dividend Communiqué (II-19.1), and Dividend Advance Distribution; It is announced to all stakeholders, especially the shareholders, via the Company website.

## 2. SCOPE

This Dividend Distribution Policy (“Policy”) sets forth the basic principles within the scope of dividend distribution of Nuh Çimento.

## 3. AUTHORITY and RESPONSIBILITY

The Dividend Distribution Policy was created by the Board of Directors within the framework of the Corporate Governance Principles and submitted to the approval of the shareholders as a separate item on the agenda of the Company's general assembly meeting. The Board of Directors is under the authority and responsibility of monitoring, monitoring, developing, and updating the Company's Profit Distribution Policy.

## 4. Profit Distribution Principles

The date and manner of giving the annual profit to the shareholders is decided by the General Assembly upon the proposal of the Board of Directors, in line with the Capital Markets Law and the relevant regulations of the Capital Markets Board.



Considering the company's growth targets, profitability status, and fund needs required by fixed assets and working capital investments; The basic principle is to distribute profits at the minimum rate determined by the Capital Markets Board within the framework of the Turkish Commercial Code, Tax Procedure Law, Capital Markets Law, resolutions of the Capital Markets Board and similar legislation as well as the relevant provisions of the company's articles of association.

Investments that require a significant outflow of funds to increase the value of the company, important issues affecting the financial structure, significant uncertainties, and adverse events.

Occurring in the economy, markets, or other areas beyond the control of the Company are considered in making profit distribution decisions.

Unless the reserves required to be set aside in accordance with the Turkish Commercial Code and the profit share determined for the shareholders in the articles of association are reserved; It cannot be decided to allocate other reserves or to transfer profits to the next year.

profit distribution or the decision of the board of directors regarding the distribution of the dividend advances are announced to the public within the scope of the regulations regarding the dividend distribution table or the dividend advance distribution table.

In accordance with the Capital Markets Legislation, Capital Markets Board Regulations, and Decisions, the upper limit of the aid and donations to be made by the Company within an accounting period is determined by the General Assembly.

## **5. DIVIDEND DISTRIBUTION PRINCIPLES**

Dividend distribution principles are regulated in Article 26 of the Company's Articles of Association titled "Dividend Distribution" and Article 27 titled "Dividend and Dividend Advance Distribution".

As stated in these articles,

### ***TITLE OF THE PROFIT***

**Article 26** – *The general expenses of the company and the amounts that must be paid and set aside by the company such as miscellaneous depreciation, the taxes that must be paid by the company's Legal Entity, the net profit remaining after deducting from the income determined at the end of the accounting year and seen in the annual balance sheet, if any, of the previous year's losses. are separated and distributed with the proposal of the Board of Directors and the decision of the General Assembly, respectively, as follows.*



a) 5% legal reserves are set aside. (TTK466/1)

b) From the remainder, the first dividend is set aside and distributed at the rates and amounts determined by the Capital Markets Board.

c) From the net profit, without prejudice to the first dividend at the rates and amounts determined by the Capital Markets Board:

From the remaining profit after 5% legal reserves; The sum of 10% of the company's paid-in capital and 50% of the remaining after 10%, from the 1st dividend in item (b):

1 – If it is less, the I. dividend in clause (b) is sufficient, and II. dividend is inseparable.

2 – If it is very, the difference (cb) difference II. as dividends and distributed together with and in addition to the I. dividend.

d) 5% of the remaining profit is set aside as a donation to the Nuh Cement Industry Foundation, of which our company is the founder, to be paid in the form and time determined by the Board of Directors.

e) Remaining profit can be partially or completely left on the balance sheet as profit at the end of the period, added to legal or discretionary reserves, or distributed to shareholders.

The provision of article 466/3 of the Turkish Commercial Code is reserved and applied.

f) One tenth of the amount found after deducting the dividend at the rate of 5% of the paid-in capital from the portion decided to be distributed to the shareholders and other persons participating in the profit, is the second legal reserve in accordance with the 2nd paragraph of the 2nd paragraph of the Turkish Commercial Code. as separated.

g) Reserves required to be set aside by law and other reserves, unless the first dividend determined for the shareholders in the articles of association is set aside, profit is transferred to the next year, and unless the first dividend is paid, members of the board of directors, civil servants, employees, and workers, holders of founding dividend shares, privileged shareholders, are used for various purposes. It cannot be decided to distribute dividends from the profits to established foundations and similar persons/institutions.

#### **DIVIDEND AND DIVIDEND ADVANCE DISTRIBUTION:**

**Article 27** – The date and manner of giving the annual profit to the shareholders is decided by the General Assembly upon the proposal of the Board of Directors, in line with the Capital Market Law and the relevant regulations of the Capital Markets Board.

The General Assembly may decide to distribute advance dividends to the shareholders within the framework of the Turkish Commercial Code, the Capital Markets Board regulations, and the relevant legislation. The provisions of the capital market legislation shall be complied with in the calculation and distribution of the advance dividend amount.