

Corporate Governance Principles Compliance Report

PART I- CORPORATE GOVERNANCE PRINCIPLES: COMPLIANCE STATEMENT

The Company has provided in detail below the assessment and findings on the level of compliance with the Corporate Governance Principles and our comments on the potential improvement areas related to compliance in terms of scope and quality. Pursuant to Capital Markets Board Communiqué and Article 17 of the Capital Market Law No: 6362, dated December 6, 2012, and II-17.1 Corporate Governance Communiqué released on 3.1.2014, issuance of a “Corporate Governance Compliance Report” and compliance with specified Corporate Governance Principles have become mandatory for companies traded on Borsa Istanbul (BIST). Accordingly, the Company has resolved that the requirements imposed by the CMB be strictly followed, and the Company has also completed all the works necessary for compliance with the other principles specified in the Communiqué. The established Committees of the Board of Directors actively carry out their tasks. Committee working principles were announced on the website. Committee chairmen were formed amongst the independent members of the Board of Directors while independent member candidates are in majority in the committees. Three weeks prior to the General Assembly, information document, meeting agenda, annual report, résumés of the member candidates for the Board of Directors and other information to be announced were submitted to the information of the investors and shareholders. Related party transactions were submitted to the information of the Board of Directors, and by getting the approval of the independent members of the Board of Directors a decision was taken to continue the transactions. The website and annual report of our Company were revised and updated. A report for common and continuous transactions was issued for 2023 and published on the Public Disclosure Platform (PDP) upon the Board's decision. Independence of the independent members of the Board of Directors was examined, and new candidates were presented by the Nomination Committee to the Board of Directors. Within the scope of the sustainability activities, the first comprehensive sustainability report was released in 2016 and the eighth report was released in 2023. Sustainability reports are made available to shareholders and stakeholders on the Ülker Bisküvi investor relations website.

In 2023, efforts for compliance with the corporate governance principles were undertaken in accordance with the Capital Markets Law which covered the regulations of the CMB on the Corporate Governance Principles and with the communiqués issued on the basis of this law. During the year, our Company's website and annual report were reviewed and the necessary revisions were made to achieve full compliance with the principles. In this context, in the annual report, the issues that have been complied with as regards the principles in the Sustainability Principles Compliance Framework, which was put into effect with the amendment made to the CMB Corporate Governance Communiqué, have been comprehensively explained, and the assessments for the principles that have not yet been fully complied with are included in the Statement of Compliance with Sustainability Principles.

Within the scope of the Company's compliance efforts during the year, the activities of the committee members for 2023 were evaluated by the Board of Directors. Besides, it is ensured that the achievement level of the targets related to Company strategies as well as the financial and operational indicators are measured and their results were made input to the performance and reward system.

Corporate Governance Principles Not Yet Implemented

Ülker Bisküvi believes in the importance of full compliance with Corporate Governance Principles. However, full compliance with some of the voluntary Corporate Governance Principles has not yet been achieved due to challenges in implementation that may delay the Company's operations, ongoing debates on compliance both in Türkiye and the international arena, and unsuitability of certain principles with regard to current structures of the market and the Company.

The following are the main Corporate Governance Principles, which are not mandatory as per the regulation and which have not yet been fully complied with. Further explanations on the subject are provided in the relevant sections of the annual report. The Company has no conflict of interest due to its failure to fully comply with the non-mandatory principles.

1. No model or mechanism was created for the stakeholders to participate in the management. However, the independent members of the Board of Directors make sure that the Company and shareholders, as well as all stakeholders, are represented in the management.
2. There is no written compensation policy for the employees that must be established in accordance with Article 3.1.2 of the Corporate Governance Principles and related work is in progress.
3. Some of the members of the Board of Directors participate in several committees.
4. As per Article 4.6.5 of the "Corporate Governance Principles," the remuneration of the members of the Board of Directors and executive senior managers as well as all other benefits granted are publicly announced via Annual Report. However, the announcement is not made on a personal basis but made to indicate the differentiation between the Board of Directors and executive senior managers.
5. There is no provision in the Articles of Association as an individual right that enables to request a special audit from the General Assembly to shareholders. TCC (Turkish Commercial Code) and CMB (Capital Markets Board) regulations on the appointment of a special auditor are deemed sufficient. In line with the provisions of the Turkish Commercial Code dated July 1, 2012, with no. 6102, each shareholder's right to request a special audit is protected.

Although full compliance with non-compulsory Corporate Governance Principles is aimed, full compliance has not yet been achieved due to reasons such as difficulties in practice in some of the principles, and some principles do not fully match the existing structure of the market and our Company. Work on the principles that have not been put into practice yet are in progress and it is planned to be implemented after the completion of administrative, legal and technical infrastructure works in a way that will contribute to the effective management of our Company.

The Corporate Governance Compliance Report as required by the Capital Markets Board Resolution no. 2/49 on 10.01.2019 and the Communiqué no. II-17.1 on Corporate Governance will be published on the Public Disclosure Platform by using the templates of Corporate Governance Compliance Report (URF) and Corporate Governance Information Form (KYBF). Relevant reports can be accessed at <https://www.kap.org.tr/sirket-bilgileri/ozet/859-ulker-biskuvi-sanayi-a-s>. Disclosures for the period that ended on December 31, 2023, within the scope of compliance with Corporate Governance Principles, as specified in the Corporate Governance Communiqué, are also included in the annual report, Corporate Governance Compliance Report (URF), and Corporate Governance Information Form (KYBF) disclosed on PDP, and other relevant sections of the annual report.

The Corporate Governance practices of Ülker Bisküvi shall continue within the frame of Corporate Governance to operate the mechanisms better and improve corporate governance practices including voluntary principles which have not been applied yet.

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PART II – SHAREHOLDERS

2.1. Investor Relations Department

All relations between Ülker Bisküvi and its shareholders are carried out under the responsibility of the “Investor Relations Unit” as a result of the joint work carried out with the relevant units. Investor Relations Unit is in charge of regularly informing the shareholders and prospective investors about the Company’s activities, financial condition and strategies, excluding confidential information and trade secrets, without causing any information inequality, and it is also responsible for ensuring a two-way communication between the Company’s management and the shareholders by obtaining opinions from other units when necessary and ensuring coordination. The Investor Relations Unit informs the Corporate Governance Committee at least four times a year about the activities carried out to be communicated to the Board of Directors. In 2023, the Board of Directors was informed by the Chairman of the Corporate Governance Committee on March 10, May 10, August 17 and November 8.

The Company attends conferences and meetings held in Türkiye and abroad to update shareholders and investors. The Company’s corporate website (www.ulker.com.tr) is available in two languages, Turkish and English. Investor relations website in Turkish: <https://ulkerbiskuviyatirimciiliskileri.com/> Investor relations website in English: <http://ulkerbiskuviinvestorrelations.com/> The Company’s material event disclosures can be accessed via Public Disclosure Platform or the Company’s investor relations website. Copies of the Company’s presentations are also available on the investor relations website in Turkish and English. Quarterly financial results, as well as annual reports in Turkish and English, are also available on the website.

As part of its efforts to maintain healthy communication with the investment community, the Investor Relations Department carried out numerous activities and events in 2023. Promotional roadshows, conferences, teleconferences, virtual meetings, and face-to-face meetings (with domestic institutional investors) were organized, bringing together 139 institutional investors and analysts from Türkiye and around the world. The Investor Relations Department also responded to numerous requests from both institutional and individual investors, as well as Eurobond and stock analysts, by phone and e-mail throughout the year. In addition, four webinars were organized during the year to share the financial results of the quarters with the investment community.

Ülker Bisküvi provides regularly up-to-date information to its stakeholders through telephone, teleconferences, physical meetings, general investor presentations, financial results presentations, interim activity reports, and its website. It strives to continuously increase shareholder value through corporate governance and investor relations practices at international standards. Maintaining long-term relationships with investors and providing accurate and up-to-date information are among the primary goals of investor relations.

Ülker Bisküvi Investor Relations aims to ensure that communication is effective, transparent, equal and timely, and envisages the processes to be carried out within the framework of full compliance with the relevant legislation and at the level of “best practices” globally.

Verda Beste Taşar, who acts as the Director of Investor Relations and member of the Corporate Governance Committee pursuant to the provisions of the Communiqué on Corporate Governance no. II-17-1 of the Capital Markets Board, holds a Level 3 License in the field of Corporate Governance Rating and Capital Market Activities, while also working full time directly reporting to Deputy CFO. She periodically reports on studies regarding Investor Relations to the Board of Directors and the Corporate Governance Committee. In 2023, she presented reports to the Corporate Governance Committee and also to the Board of Directors on March 10, May 10, August 17, and November 8. During the period, it responded to the applications and questions made by the shareholders by phone, e-mail, or one-on-one meetings without any discrimination.

The day after publicly announcing the quarterly financial results on the Public Disclosure Platform, Ülker Bisküvi continues to organize Teleconferences and Webcasts in order to provide information to investors and analysts and to answer questions if any. Relevant contact phone numbers and the web address were shared on the meeting date at the Company's official investor relation website <http://ulkerbiskuviyatirimciiliskileri.com/default.aspx>

Analysts and investors had a great interest in the teleconference and webcast, as they asked questions about issues like the strategy, restructuring, market share, and growth objectives of Ülker Bisküvi.

Investor Relations Unit is responsible for establishing the Information Policy of the Company, and for ensuring that this policy is adopted within Ülker Bisküvi.

Tasks of the Unit are as follows:

- a) Ensuring that shareholders' records are reliable, secure and up to date,
- b) Answering shareholders' written information requests about the Company – apart from those that interfere with trade secrets and that are not publicly announced,
- c) Ensuring that the General Assembly Meeting is held in conformity with the applicable legislation, the Articles of Association, and other internal regulations of the Company,
- d) Preparing documents that shareholders make use of at the General Assembly Meeting,
- e) Keeping a record of the voting results, and ensuring that reports about the results are sent to the shareholders,
- f) Overseeing and tracking all issues regarding public disclosure, including the legislation and the disclosure policy of the Company.

Investor Relations Unit is managed by the Investor Relations Director functioning under Ülker Bisküvi Financial Affairs – CFO office. Our Company executives responsible for relations with the shareholders are listed below.

Fulya Banu Sürücü – CFO

Tel: +90 216 524 25 00

Serkan Aslyüce- Financial Affairs Leader

Tel: +90 216 524 25 00

Verda Beste Taşar- Board Member (Independent)

Tel: +90 216 524 25 00

E-Mail: ir@ulker.com.tr

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2.2. Exercise of the Shareholders' Right to Access Information

In terms of exercising the shareholder rights, the Company complies with the legislation, Articles of Association and other in-house regulations, measures are taken to ensure the exercise of these rights, and all shareholders are treated equally. The main purpose of the Company is to ensure that the shareholders' right to obtain information are fulfilled fairly and completely. In addition, the Company fulfills the rights of the shareholders arising from the partnership completely and as soon as possible. No discrimination is made between shareholders regarding the exercise of the right to obtain and review information on our Company. Every shareholder has the right to receive and review information

Except for information considered either commercial secret or insider information, all written or verbal requests from our shareholders for information within the period were met. We provided our shareholders with all the information as required under their rights as shareholders via the annual report, material disclosures, and replies to individual inquiries.

The principles regarding the process run by Ülker Bisküvi to provide information to our shareholders in conformity with legal regulations, and the detailed information about the manner, frequency and methods of providing information to the shareholders, is available in "Ülker Bisküvi Information Policy." Current Information Policy text is available for shareholders at our Investor Relations website. The necessary information was made available online to the shareholders in the "Investors Relations" section available at <http://ulkerbiskuviyatirimciiliskileri.com/default.aspx> and the dedicated section of "Information Society Services" used for the publication of the legally required announcements as per Article 1524 of the Turkish Commercial Code No: 6102, dated January 13, 2011.

Auditing principles and procedures are described in Article 20 of the Company's Articles of Association. No special audit has been requested by the shareholders in 2023.

2.3. General Assembly Meetings

Pursuant to Article 1527 of the Turkish Commercial Code No. 6102 dated January 13, 2011, which stipulates that online participation in general assembly meetings of joint-stock companies, making proposals and statements online, and online voting shall have the same legal effects in all aspects as participating and voting in any general assembly meeting in person; and that all companies traded on the stock exchange are required to set up and maintain a system allowing online participation in general assembly meetings and voting; the online general assembly convenes on the same date and with a parallel agenda as the physical general assembly.

The Ordinary General Assembly meeting for the year 2022 was held on June 14, 2023, at 2 pm at the address Kısıklı Mahallesi Ferah Caddesi No: 1 Büyük Çamlıca Üsküdar-İSTANBUL under the supervision of the Ministry Representative Mr. Demet Bozer, who was assigned with Istanbul Provincial Trade Directorate's letter no. 86312993 dated June 12, 2023. The invitation for the General Assembly, which stated the date and agenda of the meeting envisaged by the law and articles of association, was published in due time in the Turkish Trade Registry Gazette no. 10832 dated May 16, 2023, and on page 13 of the daily Nasıl Bir Ekonomi Newspaper issue dated May 13, 2023, at Ülker Bisküvi Sanayi A.Ş.'s corporate website <http://ulkerbiskuviyatirimciiliskileri.com>, on the Public Disclosure Platform, and the Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency) at least three weeks before the date of the General Assembly by indicating the date and agenda of the meeting.

The 2022 General Assembly was opened by Mr. Mete Buyurgan after determining that 20,828,061,171.00 shares corresponding to the capital of TL 208,280,611.71 out of 34,200,000,000 shares corresponding to the Company's total capital of TL 342,000,000 were represented at the meeting (13,828,271.000 shares corresponding to the capital of TL 138,282.71 physically in person, 17,442,000,000 shares corresponding to the capital of TL 174,420,000 physically by proxy, 3,372,232,900 shares corresponding to TL 33,722,329 electronically by proxy), therefore the minimum meeting quorum stipulated in both the Law and the Articles of Association was present, and that the independent audit company

DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte) (its representative Ömer Yüksel), Ahmet Bal, Chairman of the Board of Directors, Füsun Kuran and Fatma Pınar Ilgaz, Independent Board Members, and Mete Buyurgan, Managing Director, were present at the General Assembly. No media representatives attended the meeting.

The Company makes the financial statements and reports, including the annual report, dividend distribution proposal, memo on the proposed agenda to be discussed at the General Assembly, and other documents for items of the agenda, if any, and the rationale thereof available for review by our shareholders at the headquarters and branches of the Company starting from the date of the invitation for the General Assembly. Items on the agenda are expressed in an unbiased and detailed manner at the General Assembly and shall be clear and intelligible. In addition, prior to the General Assembly meeting, agenda items, sample power of attorney, information document, balance sheet, profit and loss statements, independent audit report and footnotes, Board of Directors' resolution on dividend distribution, annual report, related party transactions report were prepared and published on the website <https://ulkerbiskuviyatirimciiliskileri.com/> within the legal period before the meeting date.

At the General Assembly meeting, issues on the agenda are narrated impartially and in detail with a clear and understandable method and the shareholders are provided with equal opportunity to express their opinions, and raise any questions to create a healthy atmosphere for discussion.

The amount of contributions and donations made by the Company during the fiscal period have been discussed at the General Assembly meeting as a separate agenda item and shareholders have been informed about the same.

At the 2022 General Assembly, the shareholders who made a speech wished for a successful year 2023, and no proposals were made other than the agenda items. The minutes and agenda items of the General Assembly were published on Public Disclosure Platform (www.kap.gov.tr) and <https://ulkerbiskuviyatirimciiliskileri.com>.

The resolutions adopted at the Ordinary General Assembly Meeting of our Company held on June 14, 2023, were registered by the Istanbul Trade Registry Office on July 6, 2023, and announced in the Turkish Trade Registry Gazette No. 10865.

Extraordinary General Assembly

An extraordinary general assembly meeting was held on 22.08.2023 regarding the merger of Biskot Bisküvi Gıda Sanayi ve Ticaret A.Ş. and Ülker Çikolata Sanayi A.Ş. through the acquisition and the relevant resolutions were registered at the Istanbul Trade Registry Office on 31.08.2023. All notifications regarding the merger, general rule minutes, and documents related to the merger were made available to shareholders and stakeholders on the public disclosure platform and the Company's investor relations website.

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2.4. Voting Rights and Minority Rights

The voting procedure at General Assembly meetings is announced to shareholders at the beginning of the meeting. The Company avoids practices that complicate exercising to exercise voting rights and provides every shareholder, including those who reside abroad, with the opportunity to exercise their voting rights in the easiest and most convenient way, either physically or electronically. There is no privilege in the Articles of Association regarding the exercise of voting rights in the Company. Each share is entitled to one vote. There is no legal entity that is a subsidiary of the Company among the shareholders of the Company. There is no provision in the Articles of Association preventing a non-shareholder from voting by proxy. Shareholders representing minority shares form the management together with the majority shareholders through their participation in the General Assembly. In 2023, no criticism or complaint was received by the Company in this regard. According to the Bank's Articles of Association, minority rights are granted to shareholders representing at least one-twentieth of the share capital.

According to the Articles of Association, each share carries the right to one vote. Any shareholder, who is entitled to attend General Assembly meetings, may attend the meetings via electronic communication means in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the Regulation on the General Assembly of Joint Stock Companies to be Held via Electronic Means, the Company may set up an electronic General Assembly system or procure any system developed for this purpose so that shareholders are able to attend, express their views, make suggestions, and cast their votes via electronic communication means. Pursuant to the relevant provision in the Articles of Association, shareholders, and their proxies are allowed to exercise their respective rights at any General Assembly meeting, under the referenced regulations via the electronic system.

The Company does not grant any privileges to share groups or other shares. None of our shareholders controls, or is controlled by, the Company. Cumulative voting is not practiced in the Company.

The Articles of Association do not contain any provision prohibiting voting by proxy, who is not a shareholder of the Company.

2.5. Dividend Distribution Rights

The Board of Directors has adopted the dividend distribution policy in accordance with the Corporate Governance Principles published by the CMB. The Company distributes dividend in accordance with the Turkish Commercial Code, Capital Market Law, Tax Law, other applicable legislation and the articles related to profit distribution in the Company's Articles of Association. The annual dividend distribution proposal of the Board of Directors, which includes the matters stipulated in the dividend distribution policy and the CMB Corporate Governance Principles, is submitted for the approval of the shareholders at the General Assembly, and it is also publicly disclosed on the Company's website, alongside detailed information on the dividend distribution history and capital increases.

The dividend distribution policy of our Company is defined in accordance with the clauses of the Turkish Commercial Code, Capital Market Law and Articles of Association, taking into consideration the Company's operational performance, national financial situation, and market developments, in line with the expectations of the shareholders and requirements of our Company with the Board's proposal and resolution taken in the General Assembly. The Company plans to distribute a maximum of 70% of its net distributable profit for each accounting period in cash, as long as they can be disbursed by the current sources in legal records after due consideration of the Company's cash flow requirements. This policy shall be based on other funding requirements for future investments, industrial conditions, and the Company's financial situation. This policy shall be reviewed each year by the Board of Directors, taking into account of the domestic and global economic conditions, mid and long-term corporate growth and investment strategies and cash needs of the Company. The General Assembly may decide to distribute dividend in a higher rate or to transfer a part of or all of them to extraordinary reserves. In the event that the Board proposes not to distribute dividends to the General Assembly, the situation and how the undistributed dividend shall be used by the Company are explained to the shareholders in the General Assembly with legitimate reasons. The General Assembly makes a resolution specific to each financial year regarding dividends; profit distribution proposal has been announced to the public in compliance with the regulations and accessible at the Company website. The proposal shall be accepted or rejected by the General Assembly. The dividends are equally distributed to all shares in the relevant accounting period without taking expiration and acquisition dates of them into consideration. Dividend distribution starts at a date that shall be set by the Board on the condition to get authorized by the General Assembly not later than the end of the year of the General Assembly meeting. The Company shall consider whether to make advanced dividend payment or distribute it in instalments or equally.

2.6. Transfer of Shares

The Articles of Association do not contain any practices that make it difficult for shareholders to transfer their shares and there are no special provisions restricting the transfer of shares

After the amendment to the Articles of Association was adopted at the ordinary General Assembly meeting held on March 28, 2013, there are no registered shares at our Company. In accordance with subparagraph 3, Article 137 of the Capital Market Law no. 6362, there is no provision in the Articles of Association that restricts the transfer of Ülker Bisküvi shares traded on Borsa İstanbul.

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PART III – PUBLIC DISCLOSURE AND TRANSPARENCY

3.1. Website of the Company and Its Contents

Our company website is available both in Turkish and English at www.ulkerbiskuvi.com.tr. Furthermore, the company's investor relations website is available in Turkish and English at <http://ulkerbiskuviyatirimciiliskileri.com/default.aspx>. The following information is available at the company website for the purpose of disclosure to our shareholders:

- Information on Ülker Bisküvi and its Subsidiaries
- Company's Vision
- Code of Conduct
- Information on the Board of Directors and Executive Management
- Company's Shareholding Structure
- Company's Organizational Chart
- Social Responsibility
- Trade Registry Information and Company Profile
- Articles of Association
- Financial Statements and Notes
- Annual Reports
- Material Event Disclosures
- Corporate Governance Principles Compliance Report
- General Assembly Information
- Policies
- Committees
- List of Corporate Insiders
- Ülker on the BIST (Ratios and Charts related to the Company's Shares)
- List of Monitoring Analysts and Investor Presentations
- Bond Information
- Sustainability

3.2. Annual Report

The Annual Reports issued by our Company are prepared in conformity with; (i) Ministry of Customs and Trade "Regulation on Determining the Minimum Content of the Annual Reports of the Companies" (issued via Official Gazette n.28395 on August 28, 2012); (ii) Capital Markets Board ("CMB") Communiqué n.II-14.1 on "Principles Regarding Financial Reporting in the Capital Markets," and; (iii) Capital Markets Board regulations on Corporate Governance Principles. Upon the approval of our Board of Directors, the Annual Reports of our Company are publicly announced in conformity with the provisions of the relevant legislation and made available on our Investor Relations website.

All necessary measures have been taken to prevent the use of insider information, and information regarding the executives of our Company who are in a position to access information that may affect the value of capital market instruments and other persons/institutions from whom the Company receives services are notified to the relevant institutions in accordance with the legislation in force and published on the Company's website.

PART IV – STAKEHOLDERS

4.1. Informing Stakeholders

The term stakeholders related to the Company is used to refer to third parties who have a direct relationship with the Company. Stakeholders are informed about issues that concern them by inviting them to meetings or using telecommunication means when necessary. The Company respects and protects the rights of stakeholders that they have obtained through legislation and mutual agreements and contracts, taking into account that cooperation with stakeholders will benefit the Company in the long term. The corporate governance structure of the Company enables all stakeholders, including employees and representatives, to communicate their concerns regarding unlawful and unethical actions to the management.

In the event there is not any regulation in-laws or contracts regarding the rights of stakeholders, the Company endeavors to protect their rights in good faith and within means available to the Company with due consideration given to the reputation of the Company. Furthermore, Company employees may access the circulars and announcements through our internal portal, and important announcements are disseminated to all of our employees promptly via e-mail. There are no restrictions that prevent stakeholders from contacting the Corporate Governance Committee or the Audit Committee about any Company transactions they deem either unethical or contrary to regulations. Stakeholders may contact these committees by any communication means they prefer.

4.2. Participation of Stakeholders in Management

According to the Articles of Association, the Board of Directors has at least seven members who are elected by the General Assembly upon nomination by shareholders of different share classes in accordance with the Articles of Association.

The Board of Directors consists of eight members, three of whom are independent members. Although there are no specific efforts regarding stakeholders' participation in management, the Company takes note of the opinions and suggestions of employees, suppliers, non-governmental organizations and all other stakeholders. Furthermore, the employees are offered the opportunity to share and put into practice their ideas on Idea Stars, the Innovation, Inspiration and Idea Platform. Thus, employees can share their thoughts in order to bring different ideas from processes to business models into life and to find solutions to problems. Employees also have the chance to enter competitions under "calls" announced on Idea Stars and win specific awards.

The Human Resources Policies, determined in line with Ülker Bisküvi's strategies and in light of its common values and business ethics, have been documented and shared with employees in Türkiye and subsidiaries abroad. The Vice President responsible for Human Resources is assigned to determine and manage the principles of Ülker Bisküvi's human resources policy and to conduct relations with employees. All Human Resources practices are based on fairness, consistency, and reliability. In line with this principle, job descriptions of Ülker Bisküvi employees and the criteria for remuneration, performance, and rewarding systems are announced to employees in line with a determined timetable and are made equally known by all employees. In line with the organizational competency needs, Ülker Bisküvi develops a variety of training programs to address the development needs of all employees and offers them from the beginning of their employment. Within the scope of the training process that starts with orientation, functional competencies are strengthened and supported through academies and technical trainings, and soft skills through competency trainings. Online training platforms increase the global dissemination of the solutions offered. Career plans are made for employees in line with their knowledge, skills, and competencies. At the human resources planning meetings held every year, critical positions and the talents and competencies that will carry Ülker Bisküvi into the future are identified, the performance of potential employees is monitored, and their development is supported, thus preparing them for their possible future positions. Succession plans are created for all management positions and potential employees are placed in these plans. Candidates for management positions are thus trained, preventing situations that could disrupt the management of Ülker Bisküvi in the event of possible management changes. Ülker Bisküvi's approach in the training and development process is to improve Ülker Bisküvi's performance by working with the principle of continuous development in parallel with Ülker Bisküvi's vision and business goals. While planning the current and future development needs of employees in line with business requirements, Ülker Bisküvi aims to use internal resources effectively and efficiently. In line with its training and development policy, Ülker Bisküvi monitors employee development annually and supports it with revised content.

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4.3. Human Resources Policy

The main purpose of the Company's human resources policy is to build a team of high-performance employees by improving and developing the human capital on the basis of the things done so far. The human resources policy adopted by the Company is fundamentally that of Yıldız Holding's, and is available at <http://ulkerbiskuviyatirimciiliskileri.com/default.aspx>.

Ülker Bisküvi A.Ş. (Ülker) operates with the vision of contributing to economic, environmental and social sustainability as part of sustainability efforts. Respect for fundamental human rights is the main objective of all business processes. In this regard, Ülker Human Rights Policy was issued in 2016, on the basis of Universal Declaration of Human Rights, United Nations (UN) Global Compact, UN Convention on the Rights of the Child, International Labor Organization (ILO) Conventions, OECD Guidelines for Multinational Enterprises, UN Guiding Principles on Business and Human Rights, and national laws. The report was translated in the languages of the regions where the Company has operations to ensure understanding of the Policy by stakeholders in all operational regions and made available on the Company website for access by all stakeholders. The Company has never received any complaints that its human resources policy is discriminatory.

4.4. Code of Conduct and Social Responsibility

Information on the corporate social responsibility activities of the parent company, Yıldız Holding, is available in our annual reports and on the website: <http://ulkerbiskuviyatirimciiliskileri.com/default.aspx>. Keenly aware of our social responsibility, the Company takes utmost care to adopt policies that support environmental, sports, educational, and healthcare-related projects. The code of conduct is also available in a related section on the website. The Company pursues continuity of service quality and standards in all phases of production. Ultimate attention is paid to the confidentiality of customers' and suppliers' trade secrets. Customer satisfaction is one of the main principles of our Company. Ülker Bisküvi, since its inception, has been a part of a group of companies that produce quality and healthy products; respect their employees; uphold the rights of their partners and shareholders, and of their suppliers and customers; comply with all applicable laws; recognize social values; and have social responsibility. In addition, the Group of companies' management philosophy pursues the highest level of respect and trust among executives, employees, suppliers, and customers; achieves employee cooperation and high performance of personnel; maintains dignity, consistency and a sense of trust and responsibility in its approach; all the while continually striving to improve this management philosophy. The Code of Conduct as adopted by Ülker Bisküvi is generally adopted by all Group companies and is disclosed to the public within the scope of the Group's information policy and is available to our shareholders on the website: <http://ulkerbiskuviyatirimciiliskileri.com/default.aspx>.

PART V – BOARD OF DIRECTORS

5.1. Structure and Formation of Board of Directors

The members of the Board of Directors are determined in a way that allows them to work efficiently and constructively, make quick and rational decisions, and organize the work of the committees effectively. The Ülker Bisküvi Diversity Policy is complied with in the process of determining the members of the Board of Directors. In this context, it is aimed to ensure diversity of age, gender, race, nationality, nationality, and ethnic origin in candidates during the nomination process for the Board of Directors. Prior to the General Assembly, the member's resume and his/her duties outside the Company are also submitted for the consideration of the shareholders. The resumes of the members of the Board of Directors are included in the Annual Report. The Board of Directors of our Company carries out its activities in a transparent, accountable, fair, and responsible manner in compliance with all the Corporate Governance Principles and the procedures and principles related to its structure, duties, management rights, and representation powers are governed by the Company's Articles of Association. The Company's Board of Directors has a one-tier board structure and all Board members have easy access to information about the Company and its management.

Our Board of Directors consists of at least 7 members in accordance with our Articles of Association. Our Board of Directors currently consists of eight members in total, including a Chairman, a Deputy Chairman, and six members, three of whom are independent members.

The qualifications of the Members of the Board of Directors of the Company comply with the required qualifications outlined in the relevant articles of the Corporate Governance Principles. Three of the members of the Board of Directors are elected as independent members determined in accordance with the CMB Corporate Governance Principles and regulations on corporate governance. Declarations of independence of the Independent Members of the Board of Directors were received prior to their appointment and these declarations remain valid. Within the related activity period, there are no issues that terminate the independence.

The term of office of the members of the Board of Directors is three years. If a membership is vacated for any reason, at its first meeting, the Board of Directors elects a new member and submits him/her for the approval of the General Assembly. This member completes the term of office of the leaving member. While the powers of the Chairman/members of the Board of Directors and Company executives are defined in the Company's Articles of Association, no one in the Company has unlimited decision-making authority alone.

The Board of Directors comprises executive and non-executive members. A majority of the Board Members are non-executive members. Non-executive members of the Board of Directors meet all of the criteria set forth by the Capital Markets Board regulations and are qualified to perform their duties without being influenced under any circumstances. Care is taken to ensure that the members of the Board of Directors allocate the necessary time for the Company's affairs, however, there is no restriction on them taking on other duties outside the Company. Independent members have the knowledge and sector experience to follow the operation of the Company's activities and to fully fulfill the requirements of the duties they undertake, and they can devote time to the business of the Company.

Pursuant to the Corporate Governance Principles, our Company is required to have 3 independent members on the Board of Directors. Since the Corporate Governance Committee can fulfill the duties of this committee if a separate Nomination Committee cannot be established due to the structure of the Board of Directors under the relevant regulations, the Corporate Governance Committee evaluated the nominations of candidates for independent membership, including the management and shareholders, by taking into account whether the candidates meet the independence criteria, and submitted its evaluations to the Board of Directors for approval. Independent Board Member candidates submitted their written declarations of independence within the framework of the criteria set forth in the legislation, Articles of Association, and communiqué to the Nomination Committee at the time of their nomination.

The written declarations of all independent members stating that they are independent within the framework of the criteria outlined in the legislation, Articles of Association, and communiqué are included in the corporate governance section of the annual report. In 2023, no situation arose that eliminated the independence of the independent members serving as a member of the Board of Directors. Article 4.3.4 of the Corporate Governance Communiqué stipulating that the number of independent members in the Board of Directors cannot be less than one-third of the total number of members has been fully complied with and the target number of independent members specified in the communiqué has been reached. 37.5% of the Board of Directors of Ülker Bisküvi is composed of independent members.

Corporate Governance Principles Compliance Report

Chairman of the Board of Directors and Chief Executive Officer (CEO) are different persons with separate duties.

Such a restriction is not needed, in particular, due to the significant contribution of the work experience and industrial experience of the members to the Board of Directors. Prior to the General Assembly, the member's resume and his/her duties outside the Company are also submitted for the consideration of the shareholders.

There are two female members on the Board of Directors, and the percentage of female members on the Board of Directors as specified in Article 4.3.9 of the Corporate Governance Communiqué is 25%. Efforts are underway to increase the number of female members on the Board of Directors in the coming years.

Members of the Board of Directors of Ülker Bisküvi

Name Surname	Position	Independence Status	Election Date	Term of Office	Duties in the Board of Directors and Committees	Duties Outside the Company
Ahmet Bal	Chair	Independent Member	14.06.2023	3 years	Chairman of the Board of Directors, Chairman of the Audit Committee, Member of the CGC, Member of the EDRC	Membership of the Board of Directors in Group and Non-Group Companies
Ali Ülker	Vice Chairman	Non-Independent	14.06.2023	3 years	Deputy Chair of the Board	Membership of the Board of Directors in Group Companies
Murat Ülker	Member	Non-Independent	14.06.2023	3 years	Board Member	Membership of the Board of Directors in Group Companies
Mehmet Tütüncü	Member	Non-Independent	14.06.2023	3 years	Board Member	Membership of the Board of Directors in Group Companies
İbrahim Taşkın	Member	Non-Independent	14.06.2023	3 years	Board Member	Membership of the Board of Directors in Group Companies
Mete Buyurgan	Board Member and CEO	Non-Independent	14.06.2023	3 years	Board Member	Membership of the Board of Directors in Group Companies
Fatma Pınar Ilgaz	Member	Independent Member	14.06.2023	3 years	Board Member and Head of CGC	Membership of the Board of Directors in Group and Non-Group Companies
Füsun Kuran	Member	Independent Member	14.06.2023	3 years	Member of the Board of Directors, Head of EDRC, and Member of Audit Committee	Membership of the Board of Directors in Group and Non-Group Companies

Ahmet Bal – Chairperson of the Board – (Independent Member)

Born in 1957 in Tokat, Ahmet Bal graduated from Ankara University, Faculty of Political Sciences, Department of Economics and Finance and began his career in the Board of Accountants of the Ministry of Finance. Certified to be a Chief Accountant and Certified Public Accountant in 1991, Ahmet Bal completed his MBA in Business Administration at Nottingham University in the UK in 1992 and started working as an Assistant Financial Affairs Coordinator at Anadolu Endüstri Holding in 1994. Between 1995 and 1998, he was in charge of Anadolu Group's International Coca-Cola operations and was appointed as the Finance Director of Efes Sinai Yatırım Ticaret A.Ş. Between 1998 and 1999, he worked as the General Manager of Efes Sinai Yatırım Holding A.Ş. Between 1999 and 2006, he was the Financial Affairs Coordinator in charge of the Automotive, Finance and Stationery companies under the Anadolu Endüstri Holding's Financial Affairs Department. Bal worked as the Auditing Coordinator in charge of the Group Companies at Anadolu Endüstri Holding between 2006 and 2012. Between 2013 and 2018, Bal served as the Auditing President in charge of the Audits of the Anadolu Group Companies. Ahmet Bal is married and has two children.

Declaration of Independence

I hereby declare to the Board of Directors, General Assembly, shareholders and all stakeholders that I am nominated to serve as an "independent member" on the Board of Directors of Ülker Bisküvi Sanayi Anonim Şirketi ("Company"), as per the criteria stipulated in the Corporate Governance Principles set forth in Capital Markets Board Communiqué on Corporate Governance (II-17.1) enacted upon publication in the Official Gazette no. 28871 on January 3, 2014; and that:

- a) There is no relation of employment in executive positions to assume material roles and responsibilities for the past 5 years between the Company, Subsidiaries where the Company holds control or significant power over management or Partners that hold significant power in the Company and the legal entities where such Partners hold control over management, and me, my wife, and up to second-degree relatives by kinship and marriage; that no capital or voting rights or privileged shares more than 5% were held collectively or individually or no material trade relations were established;
- b) In the past five years, I was not a shareholder (5% and above) or an employee in executive positions to assume material duties and responsibilities, particularly including roles in Company audits (tax audit, legal audit and internal audit), ratings, and consultancy, nor did I serve as a board member, in the companies to and from which the Company extensively sold or purchased services or products as per the contracts signed, and during periods where products or services were purchased or sold,
- c) I do have the professional training, knowledge, and experience that will help me properly carry out the tasks and duties I will assume as a result of being an Independent Member of the Board of Directors,
- d) I do not work full-time in public institutions and organizations;
- e) I am considered to reside in Türkiye pursuant to the Income Tax Law no. 193 dated 31.12.1960;
- f) I have strong ethical standards, occupational reputation and experience to make positive contributions to the activities of the bank, to protect my objectivity in conflicts of interest between the bank stakeholders, and to decide independently considering the rights of the stakeholders,
- g) I am able to allocate time for the corporation's business to follow up on the activities of the corporation and duly fulfill the allocated duties;
- h) I have not served as a board member of the Company for more than 6 years in the past 10 years;
- i) I do not serve as an independent member of the board of directors in more than three companies, at which Holding or its shareholders who possess Holding's management control have management control, and in more than five companies in total that are publicly traded,
- j) I have not been registered and announced on behalf of the legal person elected as the Board Member.

I declare to the information of the Board of Directors, the General Assembly, our shareholders and all stakeholders.

Sincerely,

Ahmet Bal

Corporate Governance Principles Compliance Report

Mehmet Tütüncü- Board Member

Mehmet Tütüncü obtained his BA degree from the Department of Mechanical Engineering at Gazi University, followed by an MA in the Department of Industrial and Organizational Psychology, Maltepe University. Mehmet Tütüncü obtained his BA degree from the Department of Mechanical Engineering at Gazi University, followed by an MA in the Department of Industrial and Organizational Psychology, Maltepe University. Mr. Tütüncü began his professional career in 1981 as an engineer at the Ministry of National Education, Construction Department. From 1987 to 1996, he worked as a Production Manager, Enterprise Manager, and General Manager, respectively, at Best Rothmans Entegre Sigara and Tütün Sanayi A.Ş. He assumed his first role at Yıldız Holding as Enterprises Coordinator of Ülker Gıda A.Ş. in 1996. He worked as the General Manager of Ülker Biscuit and Chocolate Factories, Ülker Group Vice President, Food and Beverages Group President, Food Group President, and Ülker International Group President. In 2016, he was appointed as the Regional CEO in charge of Türkiye, the Middle East, North Africa, and Central Asia in the pladis organization established within Yıldız Holding. In 2017, he assumed responsibility for South Asia and Latin America regions as well as pladis Global Information Systems and Business Models Transformation, acting as Vice CEO. Since October 2018, he served as the Vice-Chair of the Yıldız Holding Board of Directors and CEO of Yıldız Holding. A board member of TÜGİS, (Turkish Food Industry Employers' Union) Tütüncü is a member of many Turkish and foreign sector organizations. He is a member of the Board of Directors of FoodDrinkEurope and FoodDrinkEurope Liaison Committee.

Ali Ülker- Deputy Board Chairman

Born in 1969, Ali Ülker completed his secondary education at the Istanbul High School for Boys and graduated from Boğaziçi University, Faculty of Economics and Administrative Sciences, Department of Economics and Business Administration. Ali Ülker attended various academic programs at IMD, INSEAD, Wharton and Harvard, and took part in the De Boccard & Yorke Consultancy Company's Internal Kaizen Study (1992) and the IESC Sales System Improvement and Internal Organization Project (1997). He began his professional career in 1985 as a trainee in the Quality Control Department of Ülker Gıda A.Ş. Later, he served as Intern, Sales Executive, Sales Coordinator, Product Group Coordinator, and Product Group Manager between 1986 and 1998 at the chocolate production facilities and at Atlas Gıda Pazarlama A.Ş. After becoming General Manager of Atlas Food Marketing in 1998, he was appointed as Retail Group Vice-President in 2000 and subsequently as General Manager at Merkez Food Marketing in 2001. He was appointed as the Deputy Chairman of the Organized Retail Food Group in 2002 and as the President of the Group in 2005. Ali Ülker, who has served as Vice Chairman of Yıldız Holding's Board of Directors since 2011, became Chairman of the Board of Directors on January 29, 2020. He is also the Chairman of the Board of Directors of Yıldız Uluslararası Gıda Yatırımları A.Ş., which was established in December 2023. Having strong knowledge and experience in marketing and sales, he takes a special interest in innovation and supports the various teams working in this key area within the Group. Ali Ülker enjoys mentoring youth. He also likes spending time in nature and participating in outdoor sports. Ali Ülker, who speaks English and German, is married and has three children.

Murat Ülker - Board Member

Born in 1959, Murat Ülker completed his university education at Boğaziçi University, Faculty of Administrative Sciences, Department of Business Administration. He began his professional career in 1982 and studied abroad, taking sector-related courses at schools such as the American Institute of Baking (AIB) and Zentralfachschule der Deutschen Süßwarenwirtschaft (ZDS). He interned at Continental Baking, in the USA and, for three years, conducted examinations in nearly 60 factories and plants operating in the biscuit, chocolate and food sector in the USA and in Europe. He also assumed roles in various International Executive Services Corps (IESC) projects. Mr. Ülker began working as Control Coordinator within the Group in 1984 and was appointed as Assistant General Manager for Enterprises and General Manager in the following years. Acting as a Member of the Executive Committee and a Board member in different enterprises within the Group, Mr. Ülker managed numerous new vertical integration-related investments. Assuming the role of Chairing the Holding's Executive Board in 2000, Murat Ülker acted as the Chair of the Board of Directors starting from 2000. He became Chief Executive Officer of Yıldız Holding's Executive Board in 2000 and served as Board Chair from 2008 to 2020. Murat Ülker has remained actively involved in companies affiliated to the Holding as Board Member since January 29, 2020. He also serves as Chairman of the Board of Directors at pladis and Godiva. Murat Ülker, who is married with three children, enjoys traveling with his family and sailing. His other areas of interest include calligraphy and modern painting.

İbrahim Taşkın- Board Member

Born in Trabzon in 1963, İbrahim Taşkın completed his primary education in Trabzon and Artvin and his middle and high school education in Istanbul. He graduated from the Faculty of Law at Istanbul University in 1986. As a self-employed lawyer, he has been a member of the Istanbul Bar Association since 1989 and became one of the "lawyers concluding their 30th year in the profession" in 2019. Taşkın conducted academic studies starting from 1990 and delivered courses on Constitutional Law, Criminal Law, Criminal Procedural Law, Disciplinary Law, and Police Professional Legislation at Florya Police Education Center under the umbrella of the General Directorate of Security for four years. In addition to his experience in business, he assumed senior positions in politics at different levels between 1996 and 2004. Besides his career in academics and law, Taşkın places importance on non-governmental organizations and thus served as a Founder and Manager at numerous NGOs. He is the founder of "Sabri Ülker Food Research Institute Foundation," "Consumer and Environmental Education Foundation," "Science Dissemination Foundation" and "Ülker Members' Association."

He is a member of the board at Yıldız Holding and a board member at many Group companies. He is also a member of the assembly of the Istanbul Chamber of Industry, a delegate of TOBB, and a member of MÜSİAD.

Since 2004, Taşkın served as a Legal Consultant, Legal Affairs General Director, and since 2016 as Head of Global Legal Affairs at Yıldız Holding. In addition to this position, Taşkın chairs global boards, including Ethics and Honor Board, Food Safety Board, and Regulation and Corporate Transactions. Taşkın is also in charge of coordinating Yıldız Holding's relations with public institutions, non-governmental institutions, and universities. He speaks English and is married with four children.

Mete Buyurgan-Board Member (Executive Member)

Mete Buyurgan graduated from Çukurova University, Department of Business Administration following his primary, secondary, and high school education in Adana. He received his Master's degree in Human Resources Management from Marmara University, Faculty of Business Administration in English. He went on to complete the Sales Management program at New York University. After starting his professional career at Başer & Colgate Palmolive in 1994, Mr. Buyurgan assumed various positions in marketing and sales functions for 12 years. Aiming to gain experience in production, purchasing, and supply chain, he joined Hobby Cosmetics in 2005 as General Manager to carry out the company's restructuring effort. Mr. Buyurgan spearheaded the establishment of one of the largest personal care factories in Europe after he had expanded Hobby Cosmetics fourfold within four years with just a small team. Thanks to this exceptional success, the Company was sold to Dabur, India's largest fast-moving consumer goods company. Mr. Buyurgan served as regional CEO for Dabur International for about four and a half years; he also managed some of the company's regions in Central Asia, North Africa, the Middle East as well as Türkiye and Iran. After joining Yıldız Holding as Vice President of the Food Group in 2013, Mete Buyurgan assumed management of various companies within the Holding. He served as pladis Türkiye's President between 2016 and 2018; he was appointed to pladis Regional President of Türkiye, Central Asia, Romania, and the Balkans in 2018. In addition to his current roles, Mete Buyurgan was appointed CEO at Ülker in February 2020. He undertook many more responsibilities to further boost Ülker's presence in the Turkish market, especially in the chewing gum and confectionery, bakery products and chocolate categories. Under his leadership, Ülker is conducting in-depth studies in a wide range of areas, including financial processes, production, sales, marketing, human resources, supply chain, export, social projects, sustainability efforts, and brand perception. Mete Buyurgan is married with two children.

Corporate Governance Principles Compliance Report

Pınar Ilgaz - Board Member (Independent Member)

Pınar Ilgaz graduated from Izmir Bornova Anatolian High School in 1983 and from the Faculty of Administrative Sciences, Department of Public Administration of Boğaziçi University in 1988. His areas of expertise cover Integrated Thinking Approach, Sustainability, Governance Structures, Human Resources Management, Organizational structure and functioning, Process Based Management, Institutionalization. After completing the Management Trainee program at Emlak Bank in 1989, worked in the department of investment credit evaluation. Later, assumed the position of Financing Assistant Manager at Vakıf Financial Leasing Inc. and carried out her mission for the next 3 years. Since 1995 she is working at ARGE Consulting. Currently she is taking part in various projects in ARGE Consulting as Managing Partner. Within the scope of the Strategic Assessment and Performance Improvement projects, Institutionalization, Sustainability Strategies, Integrated Reporting, Organization and Human Resources projects under ARGE Consultancy, Ms. Ilgaz has realized management consultancy projects for more than 100 institutions and companies of different magnitudes and in different sectors. She also provides consultancy services in the fields of governance, strategy, organization, and corporate performance management to leading companies operating in the field of international merchandising in the retail sector and to companies operating in the field of the production and international sales and marketing in the food sector. She serves as Vice Chairman of the Board of Directors at Argüden Governance Academy, Chairman of the Board of Directors at Private Sector Volunteers Association (ÖSGD), Board Member at Günyüzü Association, and Member of the Sustainability Committee at Women on Board Association. She was chosen for the “More Women on Boards” program and, along with 40 female managers in the first group selected in Türkiye, successfully completed training courses: these included preparations for becoming an independent member of the boards of directors, information, and mentor referrals. She is the author of books titled Corporate Governance Model, Change Management, Management of Voluntary Organizations, and Sustainable Success Model.

Declaration of Independence

I hereby declare to the Board of Directors, General Assembly, shareholders and all stakeholders that I am nominated to serve as an “independent member” on the Board of Directors of Ülker Bisküvi Sanayi Anonim Şirketi (“Company”), as per the criteria stipulated in the Corporate Governance Principles set forth in Capital Markets Board Communiqué on Corporate Governance (II-17.1) enacted upon publication in the Official Gazette no. 28871 on January 3, 2014; and that:

- a) There is no relation of employment in executive positions to assume material roles and responsibilities for the past 5 years between the Company, Subsidiaries where the Company holds control or significant power over management or Partners that hold significant power in the Company and the legal entities where such Partners hold control over management, and me, my wife, and up to second-degree relatives by kinship and marriage; that no capital or voting rights or privileged shares more than 5% were held collectively or individually or no material trade relations were established;
- b) In the past five years, I was not a shareholder (5% and above) or an employee in executive positions to assume material duties and responsibilities, particularly including roles in Company audits (tax audit, legal audit and internal audit), ratings, and consultancy, nor did I serve as a board member, in the companies to and from which the Company extensively sold or purchased services or products as per the contracts signed, and during periods where products or services were purchased or sold,
- c) I do have the professional training, knowledge, and experience that will help me properly carry out the tasks and duties I will assume as a result of being an Independent Member of the Board of Directors,
- d) I do not work full-time in public institutions and organizations;
- e) I am considered to reside in Türkiye pursuant to the Income Tax Law no. 193 dated 31.12.1960;
- f) I have strong ethical standards, occupational reputation and experience to make positive contributions to the activities of the bank, to protect my objectivity in conflicts of interest between the bank stakeholders, and to decide independently considering the rights of the stakeholders,
- g) I am able to allocate time for the corporation’s business to follow up on the activities of the corporation and duly fulfill the allocated duties;
- h) I have not served as a board member of the Company for more than 6 years in the past 10 years;
- i) I do not serve as an independent member of the board of directors in more than three companies, at which Holding or its shareholders who possess Holding’s management control have management control, and in more than five companies in total that are publicly traded,
- j) I have not been registered and announced on behalf of the legal person elected as the Board Member.

I declare to the information of the Board of Directors, the General Assembly, our shareholders and all stakeholders.

Sincerely,

Pınar Ilgaz

Füsün Kuran - Board Member (Independent Member)

Füsün Kuran started her career as an auditor at Arthur Andersen and became General Manager at Stefanel in 2001. In 2005, she was honored with Capital Magazine's "Youngest General Manager on the Road to Success" award. In 2013, Füsün Kuran became the General Manager of Brooks Brothers and served as the CEO of RMK Classic, which includes Brooks Brothers and Edwards brands, until January 2019. Having served as the President of the Registered Trademarks Association (TMD) for two terms in 2010-2012 and 2014-2016, Kuran is currently serving as the Vice President of the association. An experienced name in the business world, Füsün Kuran served as the CEO of Make-A-Wish® Türkiye, an international organization for children struggling with life-threatening diseases. As of May 2022, she is serving as an Independent Board Member at Ülker Bisküvi.

Declaration of Independence

I hereby declare to the Board of Directors, General Assembly, shareholders and all stakeholders that I am nominated to serve as an "independent member" on the Board of Directors of Ülker Bisküvi Sanayi Anonim Şirketi ("Company"), as per the criteria stipulated in the Corporate Governance Principles set forth in Capital Markets Board Communiqué on Corporate Governance (II-17.1) enacted upon publication in the Official Gazette no. 28871 on January 3, 2014; and that:

- a) There is no relation of employment in executive positions to assume material roles and responsibilities for the past 5 years between the Company, Subsidiaries where the Company holds control or significant power over management or Partners that hold significant power in the Company and the legal entities where such Partners hold control over management, and me, my wife, and up to second-degree relatives by kinship and marriage; that no capital or voting rights or privileged shares more than 5% were held collectively or individually or no material trade relations were established;
- b) In the past five years, I was not a shareholder (5% and above) or an employee in executive positions to assume material duties and responsibilities, particularly including roles in Company audits (tax audit, legal audit and internal audit), ratings, and consultancy, nor did I serve as a board member, in the companies to and from which the Company extensively sold or purchased services or products as per the contracts signed, and during periods where products or services were purchased or sold,
- c) I do have the professional training, knowledge, and experience that will help me properly carry out the tasks and duties I will assume as a result of being an Independent Member of the Board of Directors,
- d) I do not work full-time in public institutions and organizations;
- e) I am considered to reside in Türkiye pursuant to the Income Tax Law no. 193 dated 31.12.1960;
- f) I have strong ethical standards, occupational reputation and experience to make positive contributions to the activities of the bank, to protect my objectivity in conflicts of interest between the bank stakeholders, and to decide independently considering the rights of the stakeholders,
- g) I am able to allocate time for the corporation's business to follow up on the activities of the corporation and duly fulfill the allocated duties;
- h) I have not served as a board member of the Company for more than 6 years in the past 10 years;
- i) I do not serve as an independent member of the board of directors in more than three companies, at which Holding or its shareholders who possess Holding's management control have management control, and in more than five companies in total that are publicly traded,
- j) I have not been registered and announced on behalf of the legal person elected as the Board Member.

I declare to the information of the Board of Directors, the General Assembly, our shareholders and all stakeholders.

Sincerely,

Füsün Kuran

Corporate Governance Principles Compliance Report

5.2. Operating Principles of the Board of Directors

Under normal conditions, the Board of Directors convenes at least four times a year to make strategic assessments of the Company's activities and to evaluate the developments in the period between the two meetings. In 2023, the Board of Directors held 5 (five) actual meetings and the average attendance rate was 98% in these meetings. Except for the decisions adopted at the meeting in question, all other decisions have been adopted through the circulation of minutes. In these meetings, adequate and transparent information on the strategy and activities of Ülker Bisküvi Sanayi A.Ş. was obtained, enabling strategic assessments to be made, and the members of the Board of Directors were regularly informed about the Company's performance and developments. The quorum for meeting and decision is the absolute majority of the total number of members. The Board of Directors adopted 30 Board resolutions during the year. The independent members of the Board of Directors voted in favor of all these resolutions adopted. If there are different opinions and grounds for dissenting votes expressed at the meetings of the Board of Directors, these shall be recorded in the minutes of the Board of Directors and in this case, the detailed justifications of the members who cast dissenting votes shall be disclosed to the public. In the meetings of the Board of Directors held in 2023, no such dissent or different opinion was expressed, therefore no public disclosure was made, and auditors were not informed. Each member of the Board of Directors is entitled to a single voting right.

Board of Directors' Meetings

The Board of Directors convenes when the Company's business requires it. The place of the meeting is the head office of the Company. The Board of Directors meetings may convene at any other convenient place in or outside of Türkiye, subject to the Board of Directors' resolution. The agenda of the meetings of the Board of Directors is determined by notifying the Company's senior management and the members of the Board of Directors by the relevant departments of the issues that the relevant legislative legislation stipulates that they should be decided by the Board of Directors. In addition, the agenda of the meeting is also determined by notifying the Company's senior management of the necessity of deciding on an important issue by any member of the Board of Directors. The issues required to be discussed at the meeting of the Company's Board of Directors are gathered and consolidated at the Finance and Financial Affairs Deputy Directorate General and the agenda is determined. The minimum attendance requirement for each member at Board of Directors meetings during the year has been determined as 50%.

The presence of the majority (50% and more) of the total number of members of the Board of Directors is required for a resolution to be adopted, without prejudice to the provisions of the Capital Market Legislation. Resolutions shall be adopted by a majority of votes of members present at the meeting. Meetings may be conducted through teleconference, video conference, or voice or video communication means and resolutions may be adopted upon signing the minutes related thereto. A resolution may be adopted without the need for a meeting in case that all of the members of the Board of Directors unanimously approved the resolutions by signing them. Board members who have the right to participate in the Board meetings can attend via an electronic environment as per Article 1527 of the Turkish Commercial Code. The Company may set up its own electronic meeting system, or subscribe to services from the systems formed by service providers for this purpose, that will enable the right holders to participate and vote at these meetings via electronic media pursuant to the provisions of the Communiqué Regarding Boards to be Convened via Electronic Media in Commercial Companies other than General Assemblies of Joint Stock Companies. It shall be ensured in those meetings that the beneficiaries exercise their rights set forth in the provisions of the relevant legislation within the framework of relevant Communiqué of the Ministry through the system set-up or through the system from which support will be received under this provision of the Articles of Association.

In cases where the meetings of the Board of Directors are held electronically, the provisions of the Articles of Association regarding the meeting quorums are applied exactly as they are. In 2023, the Board of Directors monitored the meeting minutes and reports of the Audit Committee, Corporate Governance Committee and Risk Committee. No related party transactions or other transactions of significant nature were submitted to the approval of the independent Board members during the year. Any material information which must be disclosed to the public is promptly disclosed after the end of each meeting. Material resolutions of the Board of Directors are disclosed to the public via PDP and these material event disclosures are posted on the corporate website in Turkish and English.

5.3. Numbers, Structures, and Independence of Committees within the Board of Directors

Corporate Governance Principle No. 4.5.1 stipulates that an Audit Committee, a Corporate Governance Committee, a Nomination Committee, an Early Detection of Risk Committee, and a Remuneration Committee should be established in order to fulfill the duties and responsibilities of the Board of Directors in a healthy manner; however, if a separate Nomination Committee and a Remuneration Committee cannot be established due to the structure of the Board of Directors, the Corporate Governance Committee may fulfill the duties of these committees. Audit Committee, Corporate Governance Committee and Early Risk Assessment Committee were established by the Board of Directors. The established committees of the Board of Directors actively carry out their tasks. Committee chairs are elected from among the independent members of the Board of Directors. Independent members assume tasks in multiple committees. Committees generally convene a few days before, or on the same day as, Board of Directors' meetings. Working principles of the committees formed under the umbrella of the Board of Directors were prepared, and necessary arrangements were put in place regarding the monitoring of such principles by relevant units. The working principles of the committees are available on the Company's corporate website.

The duties of the Remuneration and Nomination Committees are also fulfilled by the Corporate Governance Committee in accordance with the Corporate Governance Principles.

In 2023, all the committees of the Board of Directors fulfilled their duties and responsibilities within the scope of the Corporate Governance Principles and their working principles and convened in accordance with their working plans. During the operations of the Committee, the opinions of the Company executives and the independent auditor were also obtained when necessary. The committees presented their reports on their activities and the results of their meetings held during the year to the Board of Directors. The Board of Directors believes that the expected benefit is obtained from the works of the committees of the Board of Directors.

Audit Committee

The Audit Committee, which was established by a resolution of the Board of Directors on May 22, 2006, was restructured by a resolution of the Board of Directors dated August 5, 2008, in accordance with Communiqué No. 22 Serial No. X of the Capital Markets Board. The Audit Committee is in charge of assisting the oversight of Board of Directors regarding accuracy and quality of the financial statements and related disclosures of the Company; implementation and effectiveness of the accounting system of the Company; qualifications and independence of independent auditors; determination of the independent audit company; approval and review of the contract between the independent auditor and the Company; effective functioning of the independent audit system; and implementation and effectiveness of the internal audit practices at the Company. The Audit Committee is composed of at least two members elected by the Board of Directors from among independent board members.

The Audit Committee meets four times a year, at least quarterly. In 2023, the Audit Committee convened four times and the reports containing the opinions and comments of the committee were submitted to the Board of Directors. All members of the Audit Committee are selected among the Independent Board Members. This committee was composed of two members; Ahmet Bal was elected as the Chairman and Füsün Kuran as the member. The Audit Committee, which was established in the Company to oversee the functioning of the accounting and reporting systems of the Company within the framework of the relevant laws and regulations, public disclosure of financial information, independent audit, and the functioning and effectiveness of the internal control system, held 4 meetings in 2023. Detailed information on the duties, responsibilities, and working principles of the Audit Committee is available on the Company's website at www.ulkeryatirimciiliskileri.com.tr.

Chair	Ahmet Bal	Board Member (Independent)
Member	Füsün Kuran	Board Member (Independent)

Corporate Governance Principles Compliance Report

Corporate Governance Committee

In accordance with the Corporate Governance Principles published by the Capital Markets Board, a Corporate Governance Committee has been established within the Company to monitor the Company's compliance with the Corporate Governance Principles, to carry out improvement activities in this regard, and to submit proposals to the Board of Directors. Duties of the Nomination Committee and the Remuneration Committee are carried out by the Corporate Governance Committee as well. Independent Board Member F. Pinar Ilgaz was elected as the Chairman of the Corporate Governance Committee and Independent Board Member Ahmet Bal and Investor Relations Director V. Beste Taşar as its members. The Committee convenes as often as required by the duties assigned to it and held four meetings in 2023. In 2023, the Corporate Governance Committee evaluated the Company's corporate governance practices and the Corporate Governance Principles Compliance Report and also presented information to the Board of Directors on the activities of the Investor Relations Unit. In addition, the Corporate Governance Committee, which also serves as the Nomination Committee and the Remuneration Committee, has worked on the effectiveness of the Board of Directors' work, the nomination of independent Board member candidates, and the benefits provided to Board members and senior executives. Detailed information on the duties, responsibilities, and working principles of the Corporate Governance Committee is available on the website at www.ulkeyatirimciiliskileri.com.tr.

Chair	Pinar Ilgaz	Board Member (Independent)
Member	Ahmet Bal	Board Member (Independent)
Member	Verda Beste Taşar	Investor Relations Director

Early Detection of Risk Committee

The Early Detection of Risk Committee, which operates under the Board of Directors, is responsible for

- Early detection of strategic, operational, financial, compliance/legal, and any other risks that may jeopardize the existence, development, and sustainability of the Company in a systematic manner,
- Assessment of the impacts and probabilities of the identified risks within the framework of the Company's corporate risk-taking limits,
- Establishing an effective corporate risk management system to prioritize the risks whose assessments have been completed and to create the action plans needed to reduce their impact and/or probability, monitoring such risk management activities to ensure their effectiveness and development, and reporting them periodically to the Board of Directors.

The Early Detection of Risk Committee consists of at least two independent non-executive members of the Board of Directors. The Chief Executive/ General Director may not assume duties in the committees. The committee convenes six times in a given year at maximum, no less than once every two months. The meetings of the Committee may be held with members attending in person or via technological communication means. The timing of the committee meetings is in accordance with the board meetings to the extent possible. As a result of its bimonthly meetings, the Committee is obliged to submit to the Board of Directors a report on the findings and suggestions it has reached in relation to its duties and responsibilities. In 2023, the Early Detection of Risk Committee convened six times and reports containing the opinions and comments of the committee were submitted to the Board of Directors.

Chair	Füsün Kuran	Board Member (Independent)
Member	Ahmet Bal	Board Member (Independent)

Independent Board Members Ahmet Bal, Füsün Kuran, and Pinar Ilgaz fully attended the meetings of the Corporate Governance Committee, Audit Committee, and Early Detection of Risk Committee, and the meeting attendance rate was realized as 100% for each independent member separately.

5.4 Risk Management and Internal Audit Mechanism

Internal Control

Ülker Bisküvi has established an internal control system to effectively manage its operations, minimize risks, and achieve its targets. This system is designed to protect the integrity of the Company's assets and information, increase operational efficiency, and ensure compliance with legal regulations. The internal control system is regularly evaluated in areas such as operational processes, financial reporting, risk management, and compliance by the Internal Audit Department established within the Holding. In addition to analyzing and evaluating the internal control systems, the Internal Audit Department also provides improvement suggestions to Ülker Bisküvi's senior management. The Internal Audit Department shares the results of its activities with the Ülker Bisküvi Audit Committee four times a year. The Audit Committee is a body established by the Company's Board of Directors with at least two independent members elected from among its own members and its primary function is to assist the Board of Directors in its supervisory duties in relation to accounting, auditing, internal control system, and financial reporting practices. The Audit Committee convenes at least four times a year, at least once every three months.

Risk Management

Ülker Bisküvi has adopted corporate risk management principles to maximize the value and risk assurance provided to its stakeholders, to identify and measure risks early, and to monitor them continuously and effectively. Ülker Bisküvi continues its operations with a prudent and strong risk management approach since its foundation and carries out its risk management activities in a holistic and proactive manner to better manage the uncertainties triggered by recent global developments.

Risks identified through risk management processes are systematically monitored and measured using quantitative and qualitative measurement criteria in line with written risk policies in accordance with international standards and the Company's corporate risk appetite within the scope of risk management strategies that are vital for the Company's sustainable performance. These processes both increase transparency and ensure a more systematic assessment of risks in investment and operational decisions.

The Corporate Risk Management Department, which operates under the Financial Affairs Deputy Directorate General, carries out its activities in order to identify all kinds of risks that may jeopardize the existence, development, and continuity of the Company and that affect the decisions to be adopted or have already been adopted within the scope of the Company's activities, together with the risk owners, to plan and implement the necessary measures and actions, to ensure that the risks are managed in a coordinated manner within a management system, to review them, and to report them to the Senior Management. Senior executives are responsible for the management of risks related to their business functions or organizations, and for taking and monitoring the necessary actions to mitigate the impact and probability of such risks within the framework of action plans. Ülker Bisküvi Early Detection of Risk Committee carries out, on the other hand, the activities for establishing the corporate risk management system implemented throughout the Company, ensuring its development, observing and monitoring its effective functioning, and reporting it to the Board of Directors. (For detailed corporate risk management activities, see "Corporate Risk Management" heading)

5.5. Strategic Goals of the Company

Mission, Vision, and Strategic Objectives of the Company: The Company and all subsidiaries of Yıldız Holding were founded on the philosophy that "every person has the right to a happy childhood regardless of the country they live in." The vision and mission of Yıldız Holding and our Company is disclosed to the public and is available on the websites: www.ulker.com.tr and www.ulkerbiskuvi.com.tr.

5.6. Remuneration

Remuneration of the members of the Board of Directors is determined – separately for each member – by the General Assembly according to the financial situation of the Company. No loan was extended to any Board member or executive officer during the period, nor extended, directly or through a third party, any personal loan or given any collateral, such as a surety, on their behalf Principles for remuneration regarding the benefits of executive management and the Board of Directors are explained in detail on the website: <http://ulkerbiskuviyatirimciliskileri.com/default.aspx>

Declaration of Compliance to Sustainability Principles

With the Communiqué on Amendment (II-171.a) of the Communiqué on Corporate Governance (II-171) published in the Official Gazette dated October 2, 2020; partners subject to Corporate Governance Principles shall include the title of “Sustainability Principles Compliance Framework” in their reporting for the compliance to Corporate Governance Principles; and also provide information whether or not Sustainability Principles are implemented, and, if not, a reasoned explanation, as well as an explanation regarding the impacts on environmental and social risk management due to not fully complying these principles in their annual reports. Ülker Bisküvi complies with the principles published as part of the “Sustainability Principles Compliance Framework” of CMB through environmental, social and governance (ESG) policies that the Company has been sharing on its website as well as the Sustainability Reports disclosed to the public since 2015. Every year, the Company sustains and improves its activities in ESG. The details regarding the criteria mentioned in the principles and the performance data will be accessible in 2023 Sustainability Report to be published in June. Works are ongoing to share the related data in annual reports in the upcoming periods. The goal is to achieve full compliance to the non-obligatory “Sustainability Framework Principles” and the criteria that are not included within the principles are explained below. Work on the principles that have not been put into practice yet are in progress and it is planned to be implemented after the completion of administrative, legal and technical infrastructure works in a way that will contribute to the effective management of our Company.

Environmental Principles

There is no carbon pricing system and carbon credit, it is planned to take carbon credit for 2024.

Renewable energy is not used; however, increasing the investments in this field is considered.

Environmental criteria are included in the performance indicators of the managers, detail information on this matter is intended to be disclosed.

Social Principles

Developments on human rights are not disclosed in detail; however, the issue will be improved in the upcoming periods.

Ülker Sustainability Reports are published on the website: <http://ulkerbiskuviyatirimciiliskileri.com>

Sustainability Principles Compliance Framework

Pursuant to the Capital Markets Board's decision dated 23.06.2022 and numbered 34/977 and Corporate Governance Communiqué numbered II-17.1, the disclosures required to be made within the scope of the sustainability principles compliance framework by the companies whose shares are traded on the Main Market, Stars Market and Sub-Market of the Stock Exchange were prepared in the format specified in the CMB's Principle Decision on the Public Disclosure Platform (PDP) and announced on 10.10.2023 with the "Sustainability Report" template under the "Material Event Disclosure Submission" menu in the PDP-BIY application. The relevant explanations can be accessed at <https://www.kap.org.tr/tr/Bildirim/1203996>.

Risk Management

In line with the corporate risk management framework, risks, which are identified and managed from an integrated perspective by taking into account their interactions with each other and root causes, are monitored under four main groups:

Strategic Risks: The risks that may arise as a result of failing to meet the expectations and needs of stakeholders within the framework of future-oriented expectations to the extent that may prevent the Company from achieving its objectives, or failing to adequately adapt to changes following significant regulations at both global and local levels. Risks that may arise as a result of changes in product demand, market regulations that may affect competition and market share, consumer/stakeholder trends and expectations, and factors that may affect the business model are assessed under this heading. The product diversity is ensured by monitoring changes in consumer habits and expectations through periodically renewed stakeholder analyses and consumer surveys conducted in different areas, as well as with innovative products that focus on balanced nutrition and wellbeing trends. R&D activities are carried out within the framework of trainings, studies, and collaborations with various universities and research institutes to enhance the development of innovation culture within the organization. Significant/restrictive regulations regarding our geography of operation or the sector in which we operate are closely monitored, the possible effects of such changes on our Company are analyzed, and action plans are implemented proactively, thus managing our strategic risks more effectively.

Financial Risks: Liquidity risks that may arise from fluctuations in important indicators such as exchange rates, inflation, commodity prices, interest, etc. in financial markets, and risks that may arise from partial or total failure to fulfill financial obligations to our Company as a result of deterioration in the financial situation of third parties, etc. The exchange risk, liquidity risk, and interest rate risk are the primary financial risks of the Company. The relevant finance teams within the Company closely monitor a wide range of macro- and micro-level financial data and indicators and take the necessary measures to ensure that these financial risks remain within the limits of the Company's risk appetite.

Exchange Rate Risk: The Company is exposed to foreign exchange risk due to the changes in the exchange rates used in the conversion of foreign currency denominated assets and liabilities into Turkish Lira. Foreign currency risk arises from the difference between future commercial transactions, recognized assets and liabilities and the Company controls this risk with a natural hedge method by netting off foreign currency assets and liabilities. In addition to the natural hedging method, various financial derivative instruments are used when necessary to manage exchange rate risk more effectively.

Liquidity Risk: Within the framework of effective liquidity management, it is aimed to increase and maintain the sustainability of funding resources in sufficient quantity and quality in order to meet cash needs. Liquidity risk is managed by monitoring cash inflows and outflows, observing the compatibility of their maturities, managing inventories effectively, and maintaining an adequate level of cash and financial instruments convertible into cash.

Interest Rate Risk: The Company's borrowings at fixed and floating interest rates expose it to interest rate risk. The risk in question is managed by making an appropriate apportionment between fixed- and floating-rate borrows through interest rate swap agreements. Hedging strategies are regularly evaluated to ensure alignment with interest rate expectations and risk appetite. Thus, it is aimed to create an optimal hedging strategy, review the balance sheet position, and keep interest expenses at a controllable level in line with the Company's risk appetite at different interest rates.

Operational Risks: Risks that may arise from failure to carry out processes effectively or failed business processes arising from failure to design processes adequately efficient, infrastructural or technological problems, human errors, etc. Inefficiencies and/or disruptions that may arise in processes such as information security, technological infrastructure, business continuity, quality, human resources, procurement/logistics, purchasing, etc. are primary operational risks. Various preventive controls are included in business processes in order to protect information security systems from damage, protect from cyber-attacks, prevent data leakage by ensuring data integrity and security, and thus ensure business continuity. Internal and external audits and penetration tests are carried out periodically for information security. All employees are provided with mandatory information security trainings in order to raise awareness on the subject. Periodic internal and external audits are conducted at our production facilities to monitor compliance with international quality and food safety standards, while periodic risk analysis studies are conducted for our suppliers to assess their environmental, social, and ethical performance. A talent management process has been launched to identify and develop the competencies of employees, and within this framework, actions are taken for the individual development of employees, and their career plans are made. Online trainings, specialization programs, management trainings, and personal and professional development programs are offered to our employees in order to promote a culture of lifelong learning. Thus, it is aimed at managing our outstanding operational risks more effectively through the aforementioned practices.

Compliance Risks: These are the risks that the Company may be exposed to as a result of difficulties that may be encountered in complying with internal legislation, procedures, and principles, especially ethics and external legislation requirements that the Company is subject to, based on the region and sector in which it operates. In order to prevent potential compliance risks and manage them more effectively, we closely monitor all applicable national and international legislation, especially those related to competition, personal data protection, tax, and human rights. We have policies and an ethics hotline established to ensure that ethical principles, which are among our most fundamental values, are adopted in our entire business conduct and value chain, and we aim to manage compliance risks more effectively by providing regular trainings to our employees in order to raise awareness regarding these ethical principles.

All employees are provided with corporate risk management trainings throughout the Company in order to raise consciousness on risk awareness and risk culture and to carry out corporate risk management activities more effectively. Quarterly risk management bulletins are prepared and shared with our senior executives to provide forecasts regarding prominent developments and risks, especially economic and geopolitical developments at the global level and, in particular, in our country.

Risk Management

The main risk projections that may pose an obstacle to the realization of our company strategies are periodically evaluated and the possible financial effects of these projections are monitored within the framework of scenario analyses, taking into account the variables determined. In line with these projections, the risks included in the risk inventory are periodically evaluated in terms of their impact and probability, and changes in these risks and the reasons for these changes are periodically reported to the Senior Management and the Early Detection of Risk Committee. As a result of the assessments, if there are outstanding risks that are not included in the risk inventory, they are included in the risk inventory and the inventory is updated.

The risks prioritized as a result of periodic risk assessments are analyzed in detail with the risk management software within the framework of root cause analyses and accordingly, action plans are created to reduce the impacts and/or probabilities of these risks.

The Corporate Risk Management approach, which focuses on increasing risk culture and awareness throughout the Company, aims to manage risks;

- Related to uncertainties and potential events that may adversely affect the Company's strategies, in accordance with the Company's risk appetite and strategies,
- In a proactive and systematic way, based on projected developments and data,
- Within the framework of an integrated perspective, by taking into account the interactions of all risks with each other and their root causes.

In today's ecosystem, where economic and geopolitical developments are taking place at a dizzying pace, keeping pace with the changes in question and proactively monitoring and effectively managing the new risks that develop with these changes have become the critical success factors in achieving the Company's strategies.

Especially in recent years, hot conflicts between states and exacerbated political tensions between various regional, economic, and political unions have increased geopolitical risks at the global level. These risks, which started with geopolitical tensions, had significant geo-economic consequences that led to a global increase in energy and commodity prices, particularly in inflation. Ülker Bisküvi effectively manages geo-economic risks, particularly exchange rate, liquidity, and interest rate risks, which have been triggered by geopolitical developments and have recently gained more importance, within the framework of the holistic risk management approach described under the heading of financial risks, and continues to implement the necessary action plans and risk mitigation strategies. On the other hand, especially in the recent period, climate change and the climate crisis have started to be considered as a risk factor that directly affects the food sector as well as all other sectors, increasing its importance in terms of the sustainability of our activities. Ülker Bisküvi, which focuses on a waste-free company model, implements the necessary strategies, policies, and targets to effectively manage sustainability risks that may arise from environmental, social, governance, and economic factors in order to be a leader in sustainability and create long-term value. In this respect, we continue our sustainability efforts, which we accelerated in 2014 and continue to carry out successfully, with efforts to prevent potential risks by evaluating sectoral and global trends and regulations, innovative approaches in this field, and the potential impact of these developments on our business processes within the framework of various scenarios. The potential impacts of climate-related physical risks and transition risks on our Company's operations are identified and detailed risk analyses (water stress, etc.) are carried out in order to effectively manage these risks. Thus, we prioritize our efforts to prevent/mitigate potential risks and seize relevant opportunities by including them in our strategic decision-making processes in order to build a more agile and resilient management system.

Other Issues Regarding Company Operations

- In 2023, the Company did not have any private audit whereas public audit was carried out by the Competition Authority and the Turkish Tax Inspection Board. Currently, no reports have been received by the Company regarding audit results.
- In 2023, no administrative or judicial penalty for any breach of Legislation provisions was given to our Company or the Members of the Board of Directors of our Company.
- The Company achieved the goals set for 2023 to a great extent. In 2020, the resolutions of the General Assembly were fulfilled.
- In 2023, there were no legal proceedings launched in the interest of the Company or measures taken or refrained to be taken in the interest of an affiliated company.
- There is no measure taken or refrained to be taken to the detriment of the Company in 2023.
- There is no lawsuit filed against the Company which may affect its financial situation and activities in 2023.
- There were no conflicts of interest between the Company and other institutions of investment advisory and rating agency, and no measures taken by the Company in order to prevent conflicts of interest.
- On 22.08.2023, an Extraordinary General Assembly was held regarding the merger of Biskot Bisküvi Gıda Sanayi ve Ticaret A.Ş. and Ülker Çikolata Sanayi A.Ş. into the Company by taking over all of their assets and liabilities as a whole, and it was registered at the Istanbul Trade Registry Office on 31.08.2023.

Statement of Responsibility Regarding the Annual Report

BOARD RESOLUTION CONCERNING THE APPROVAL OF THE FINANCIAL STATEMENTS

DATE OF RESOLUTION: 10/x/2024

NUMBER OF RESOLUTION: 2024/0x

WE HEREBY PRESENT OUR STATEMENT OF RESPONSIBILITY ISSUED AS PER ARTICLE 9 OF THE CAPITAL MARKETS BOARD COMMUNIQUÉ no. II-14.1

Regarding the period between January 1-December 31, 2023, the Capital Markets Board (CMB) Serial II.14.1. consolidated financial statements with the “Communiqué Regarding The Principles of Financial Reporting in the Capital Market” (“Communiqué”) and CMB’s decision no. 10.1.2019 dated 2/49 and Turkish Accounting Standards/Türkiye Financial Reporting Standards (“TMS/TFRS”), and footnotes prepared in accordance with the formats set by the CMB, and the Statements, enterprise governance compliance report (URF) and Corporate Governance Information Form (KYBF) via year-end Annual Report and PDP platform) in accordance with the regulations of the CMB legislation of The Corporate Governance Reports published in accordance with the templates; our company declares the following;

- a) We have reviewed the Consolidated Balance Sheet, Income Statement, Cash Flow Statement, Statement of Change In Share Capital, and Annual Report, and the footnotes prepared by our Company in line with the Capital Market regulations.
- b) Within the framework of the information we obtained in the scope of our tasks and responsibilities, we have concluded that the abovementioned does not contain any misleading disclosure of material matters or any deficiencies that might cause misconception about the disclosure as of the date it was made.
- c) Within the framework of the information we obtained in the scope of our tasks and responsibilities, we have also concluded that; (i) the consolidated financial statements, prepared and issued in accordance with the financial reporting standards, honestly reflect the facts about the assets, liabilities, financial status, profit/loss of the Company, and (ii) the Annual Report honestly reflects the progress and performance of the business, the financial situation of the Company together with the activities included within the scope of consolidation, as well as the important risks and uncertainties.

With kind regards;

Serkan Aslyüce
Financial Affairs Director

Ahmet Bal
Audit Committee Chairman

Füsun Kuran
Audit Committee Member

Subsidiary Company Report Results

As per the 199th Article of the Turkish Code of Commerce n.6102 that entered into force on the 1st of July 2012; Ülker Bisküvi Sanayi A.Ş. Board of Directors is responsible for; (i) issuing a report in the first three months of the activity period about the relations between Ülker Bisküvi Sanayi A.Ş. and the Company's controlling shareholder and the affiliates of the controlling shareholder in the previous activity period, and; (ii) include the conclusion of this report in the Annual Report. Necessary explanations about Ülker Bisküvi Sanayi A.Ş.'s transactions with the related parties are given in footnote no. 32 of the financial report.

The report issued by Ülker Bisküvi Sanayi A.Ş. Board of Directors states: "We have reached the conclusion based on the circumstances we knew about at the time of making the transaction or taking the measure or avoiding the measure; in all transactions between Ülker Bisküvi Sanayi A.Ş. and its controlling shareholders and the affiliates of the controlling shareholders in 2023, appropriate consideration was provided in each transaction, and there were no measures, taken or avoided, that could cause loss for the Company, and within this scope, there were no transactions or measures that would require offsetting."