



## Ülker Bisküvi Sanayi Anonim Şirketi

### INFORMATION DOCUMENT FOR EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED DECEMBER 29, 2024

#### 1. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED DECEMBER 29, 2024

Dear Valued Shareholder

The Extraordinary General Assembly of our Company will be convened on 29 December 2024 at 12:00 (Türkiye Local Time), at the following address: Kısıklı Mah. Ferah Cad. No:1 B. Çamlıca, Üsküdar/Istanbul.

In accordance with Article 417 of the Turkish Commercial Code and the provisions of the Capital Markets Board's Communiqué II-13.1, titled "Principles and Procedures for the Maintenance of Records Relating to Dematerialized Capital Market Instruments," the list of shareholders entitled to attend the General Assembly will be prepared based on the "Shareholding Schedule" provided by the Central Securities Depository (CSD) (MKK). Further information on this matter may be obtained from the Central Securities Depository or through the website [www.mkk.com.tr](http://www.mkk.com.tr).

In accordance with Article 415 of the Turkish Commercial Code, shareholders whose names appear on the list of shareholders prepared in compliance with the regulations of the Central Securities Depository (CSD) and whose shares have been dematerialized may attend the Extraordinary General Assembly Meeting, either in person or through their representatives. For attendance, individuals must present a valid identification, and legal entity representatives are required to provide a power of attorney. Shareholders who possess an electronic signature will also have the option to participate in the Extraordinary General Assembly Meeting electronically. Shareholders wishing to vote via the Electronic General Assembly System may obtain the necessary information regarding their obligations under the relevant Regulations and Communiqué from the Central Securities Depository or by visiting the website [www.mkk.com.tr](http://www.mkk.com.tr).

Shareholders who are unable to attend the meeting in person may exercise their voting rights through a proxy. To do so, they must prepare their proxy documents in accordance with the template provided in the annex or obtain the proxy form from our Company's headquarters or from the Company's website at [\[http://ulkerbiskuviyatirimciiliskileri.com\]](http://ulkerbiskuviyatirimciiliskileri.com)(<http://ulkerbiskuviyatirimciiliskileri.com>). Additionally, in compliance with the provisions set forth in the Capital Markets Board's Communiqué II-30.1, published in the Official Gazette on December 24, 2013 (Issue 28861), shareholders must fulfill the requirements outlined therein, including the submission of a notarized power of attorney to the Company.

In accordance with the fourth paragraph of Article 415 of the Turkish Commercial Code (Law No. 6102) and the first paragraph of Article 30 of the Capital Markets Law, the right to attend the General Assembly and vote is not contingent upon the deposit of share certificates. Therefore, shareholders wishing to attend the General Assembly Meeting are not required to block their shares.

Unless otherwise stated with regard to electronic voting for the agenda items, the voting at the Extraordinary General Assembly will be conducted through a show of hands (open vote).

The SPK-approved Announcement Text regarding the Simplified Method of Division under the Company's Participation Model, the Merger Agreement, the Merger Report, the financial statements for the last three years and for the interim period ending June 30, 2024, the Independent Auditor's Reports, and the General Assembly Information Document will be made available for the review of shareholders at the Company's headquarters, on the Company's website at [\[http://ulkerbiskuviyatirimciiliskileri.com\]](http://ulkerbiskuviyatirimciiliskileri.com)(<http://ulkerbiskuviyatirimciiliskileri.com>), and on the Central Securities Depository's Electronic General Assembly System no later than 30 days prior to the Extraordinary General Assembly meeting date.

We respectfully submit this information for the attention of our shareholders.

**ÜLKER BİSKÜVİ SANAYİ A.Ş.**

## **2. ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES OF THE CAPITAL MARKETS BOARD**

In accordance with the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board, the related articles of the agenda are listed below and the general explanations are presented in this section.:

### **1.3.1.a As of the date of disclosure, the total number of shares reflecting the shareholding structure of the company and the voting rights, the number of shares representing each privileged share group and the voting rights if the company has a privileged share in the capital**

The issued capital of our Company is TL 369,275,855 within the authorized capital ceiling of TL 500,000,000, and the capital and shareholding structure as of the same date is as follows

<b>Name of the shareholders</b>	<b>Share</b>	<b>Percentage</b>
pladis Foods Limited	174.420.000	%51,00
Other	194.855.855	%49,00
	<b>369.275.855</b>	<b>%100,00</b>

### **1.3.1.b Information on the changes in the management and operations of the Company and its subsidiaries, which occurred in the previous accounting period or which would significantly affect the partnership activities planned for the future accounting periods, and the reasons for these changes:**

There is no change about the changes in the management and activities of our company are announced to the public with special case explanations. These disclosures are available at <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/859-ulker-biskuvi-sanayi-as> or the Company's investor relations website, <http://ulkerbiskuviyatirimciliskileri.com/default.aspx>.

### **1.3.1.c In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curriculum vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors :**

Dismissal, change or election of board of directors' members are not in the agenda of extraordinary general assembly meeting.

### **1.3.1. ç Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal:**

No question raised by the shareholders.

### **1.3.1.d In case the agenda includes amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association.**

The agenda does not include an amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association.

## **3. INFORMATION ON THE AGENDA ITEMS FOR THE ANNUAL GENERAL ASSEMBLY MEETING DATED DECEMBER 29,2024**

### **1. Election of the Chairmanship of the Meeting and Opening:**

Within the framework of the provisions of the Turkish Commercial Code (TCC) and the general assembly meetings of the capital companies, the Presidency and the Board of Directors shall be elected to conduct the General Assembly meeting in accordance with the provisions of the Regulation of the Ministry of Customs and Trade (Regulation).

### **2. Granting authority for the signing of the General Assembly Meeting Minutes by the Meeting Chairperson:**

Minutes of the General Assembly Meeting shall be authorized by the Presiding Committee.

### **3. With respect to the partial demerger process to be discussed under item 4 of the agenda, it is proposed to provide shareholders with information regarding the Examination Right Notice, the Demerger Report, the Demerger Agreement,**

**the Report of the Certified Public Accountant, and the financial statements, in compliance with the provisions of the Turkish Commercial Code No. 6102**

Regarding the partial division process to be discussed under item 4 of the agenda, shareholders will be informed about the Right to Examination Announcement, the Division Report, the Division Agreement, and the Certified Public Accountant Report, all in accordance with the Turkish Commercial Code No. 6102, as well as the financial reports.

**4. Under item 4 of the agenda, in relation to the partial demerger, it is proposed to inform the shareholders that the right of withdrawal does not apply, in accordance with the Capital Markets Board's Communiqué No. II-23.3 titled 'Principles Governing Significant Transactions and the Right of Withdrawal.'**

In relation to the partial division to be discussed under item 4 of the agenda, shareholders will be informed that, pursuant to the Capital Markets Board's Communiqué II-23.3 on "Common Principles Regarding Significant Transactions and the Right to Dissent," the right to dissent does not arise.

**5. Subject to the approval of the Announcement Text by the Capital Markets Board, and in compliance with the provisions of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other relevant regulations, it is proposed that a portion of the foreign subsidiaries of our company, Ülker Bisküvi Sanayi A.Ş., be transferred to Taygeta Gıda Üretim ve Pazarlama A.Ş., in a manner that does not disrupt the integrity of the business. This transfer will take place through a demerger model based on a simplified procedure, with Taygeta Gıda Üretim ve Pazarlama A.Ş. wholly owned by our company. The Demerger Report and Demerger Agreement, dated 18/11/2024, prepared in relation to this partial demerger, shall be read and approved, and the proposal of the Board of Directors regarding the partial demerger through the simplified procedure shall be discussed and approved.**

Subject to the approval of the Announcement Text by the Capital Markets Board, the partial division of our company, Ülker Bisküvi Sanayi A.Ş., will be conducted in accordance with the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law, and other relevant legislation. This involves the acquisition of certain foreign subsidiary shares by Taygeta Gıda Üretim ve Pazarlama A.Ş., in which it holds a 100% stake, without disrupting the integrity of the business. The Division Report dated November 18, 2024, the reading and approval of the Division Agreement, and the discussion of the Board of Directors' proposal for the partial division through the subsidiary model will be presented for information and approval.

**6. Closing**