



Ülker Bisküvi Sanayi Anonim Şirketi

Istanbul-41603

ULKER BISKUVI SANAYI A.Ş

Invitation to the Ordinary General Assembly Meeting for the Year 2025 by the Chairmanship of the Board of Directors

Dear Shareholders,

The Ordinary General Assembly Meeting of Shareholders of our Company for the year 2025 shall be held on 08/06/2026 at 14:00 at “Altunizade Mahallesi Oymacı Sokak No:9 Üsküdar İstanbul - Mercure İstanbul Altunizade Hotel”, in accordance with the agenda set out below. (*)

<http://ulkerbiskuviyatirimciiliskileri.com>In accordance with the Corporate Governance Principles of the Capital Markets Board and the relevant Communiqués of the Capital Markets Board, the following documents relating to the matters to be discussed at the Ordinary General Assembly Meeting, namely the agenda of the General Assembly Meeting, the Board of Directors’ Annual Activity Report for the 2025 financial year, the Financial Statements and the Independent Auditor’s Report, the proposal for dividend distribution, the Corporate Governance Compliance Report included in the annex to the Annual Activity Report, the TSRS-Compliant Sustainability Report containing our disclosures within the scope of the Türkiye Sustainability Reporting Standards (“TSRS”) published by the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Türkiye (“KGK”) for the year 2024, and the detailed Information Note containing the agenda items hereof and the explanations required for compliance with the regulations of the Capital Markets Board, shall be made available for the review of our esteemed shareholders, within the statutory period, three weeks prior to the meeting, at the Company Headquarters, on the Company’s website at <http://ulkerbiskuviyatirimciiliskileri.com>, on the Public Disclosure Platform and on the Electronic General Assembly System.

Pursuant to Article 1527 of the Turkish Commercial Code, shareholders who wish to attend the General Assembly Meeting electronically, either in person or through their representatives, are required to notify such preference through the Electronic General Assembly System (EGKS) via the Central Securities Depository (MKK) system. Where a representative will attend the General Assembly Meeting on behalf of a shareholder, the identity details of such representative must be recorded in the EGKS. In cases where the representative will attend the meeting in person, authorisation may also be effected in this manner.

Pursuant to Article 415 of the Turkish Commercial Code, our shareholders whose shares have been dematerialized within the framework of the regulations of the Central Securities Depository (MKK) and whose names are included in the shareholders list, or their representatives, shall be entitled to attend the General Assembly Meeting. Shareholders whose names appear on such list may attend the Ordinary General Assembly Meeting of our Company in person by presenting identification.

Shareholders or their representatives wishing to attend the meeting electronically are required to fulfil their obligations in accordance with the provisions of the “Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically”, published in the Official Gazette dated 28 August 2012 and numbered 28395, and the “Communiqué on the Electronic General Assembly System to be Applied at the General Assembly Meetings of Joint Stock Companies”, published in the Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, they shall not be able to attend the meeting. Detailed information regarding the EGKS may be accessed at www.mkk.com.tr.

In order for shareholders who are unable to attend the meeting in person to exercise their voting rights by proxy, they are required to issue their powers of attorney in accordance with the sample below, or obtain the proxy form from our Company Headquarters or from the Company’s website at <http://ulkerbiskuviyatirimciiliskileri.com>, and to fulfil the requirements set forth in the Capital Markets Board’s Communiqué No. II-30.1 on Proxy Voting and Solicitation of Proxies by Call, published in the Official Gazette dated 24.12.2013 and numbered 28861, and submit their notarized powers of attorney.

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Markets Law, the right to attend and vote at the general assembly shall not be conditional upon the deposit of share certificates. Accordingly, if our shareholders wish to attend the General Assembly Meeting, there is no requirement to block their shares.

At the Ordinary General Assembly Meeting, without prejudice to the provisions regarding electronic voting on the agenda items, the open voting method by show of hands shall be used.

This is respectfully submitted for the information of our esteemed shareholders.

(*) Pursuant to Article 29 of the Capital Markets Law, no separate registered letter shall be sent to our shareholders for the invitation to the General Assembly Meeting.

Yours faithfully,

Kısıklı Mah. Ferah Cad. No:1 Üsküdar 34692 İstanbul
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ÜLKER BİSKÜVİ SANAYİ A.Ş.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025

1. Opening and formation of the Meeting Presidency,
2. Authorisation of the Meeting Presidency to sign the Minutes of the General Assembly Meeting,
3. Reading and discussion of the Board of Directors' annual activity report for the 2025 accounting period,
4. Reading of the summary of the independent external audit report for the 2025 accounting period,
5. Reading, discussion and approval of the consolidated CMB and TCC Consolidated Financial Statements for the 2025 financial year and the audited Corporate Sustainability Report for the 2024 accounting period prepared in accordance with the Türkiye Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority,
6. Discussion and resolution on the release of the members of the Board of Directors from liability in respect of their activities and transactions during the 2025 accounting period,
7. Election of the new members of the Board of Directors, and determination of their terms of office and remuneration,
8. Discussion and resolution on the proposal of the Board of Directors regarding dividend distribution,
9. Discussion and resolution on the amendment of Article 7 titled "Capital" of the Articles of Association of our Company as a result of the extension of the term of the registered capital ceiling, subject to the approvals of the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye,
10. Discussion and resolution on the proposal of the Board of Directors regarding the selection of the Independent Audit Firm for the 2026 accounting period in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board,
11. Discussion and resolution on the proposal of the Board of Directors regarding the selection of an authorised assurance firm in the field of sustainability to conduct the mandatory assurance audit for the 2026 Corporate Sustainability Reports to be prepared in accordance with the Türkiye Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority, and to carry out other activities within the scope of the relevant regulations,
12. Informing the shareholders about the donations and aids made during the 2025 accounting period; and discussion and resolution on the proposal of the Board of Directors regarding the determination of the donation limit for the accounting period 01/01/2026 – 31/12/2026,
13. Informing the shareholders, within the framework of the regulations of the Capital Markets Board, about the collaterals, pledges and mortgages granted by the Company in favour of third parties, and the income or benefits derived therefrom,
14. Granting permission, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to shareholders holding management control, to the members of the Board of Directors, to senior executives, and to their spouses and blood and in-law relatives up to the second degree; and informing the shareholders about the transactions carried out within this scope during 2025 in accordance with Principle 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board,
15. Closing.



Ülker Bisküvi Sanayi Anonim Şirketi

PROXY FORM

I hereby appoint, whose details are set out below, as my/our proxy, authorised to represent me/us, to vote, to make proposals and to sign the necessary documents in line with the views set out below at the ordinary general assembly meeting of Ülker Bisküvi Sanayi A.Ş. to be held on 08/06/2026 at 14:00 at Altunizade Mahallesi Oymacı Sokak No:9 Üsküdar İstanbul - Mercure İstanbul Altunizade Hotel.

Proxy(*) ;

Name Surname/Trade Name:

TR ID No/Tax ID No, Trade Registry and Number, and MERSIS number:

(*) For foreign proxies, submission of the equivalent information, if any, is mandatory.

Note: The power of attorney must be issued in notarized form.

For Sections 1 and 2 set out below, the scope of the authority to represent must be determined by selecting one of the options (a), (b) or (c).

1. With Respect to the Matters Included in the Agenda of the General Assembly;

a) The proxy is authorised to vote in line with his/her own opinion.

b) The proxy is authorised to vote in line with the recommendations of the management of the partnership.

c) The proxy is authorised to vote in line with the instructions specified in the table below.

Instructions:

If option (c) is selected by the shareholder, instructions specific to each agenda item shall be given by marking one of the options opposite the relevant agenda item of the general assembly (accept or reject), and, if the reject option is selected, by indicating the statement of dissent, if any, requested to be recorded in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Statement of Dissent
1. Opening and formation of the Meeting Presidency,			
2. Authorisation of the Meeting Presidency to sign the Minutes of the General Assembly Meeting,			
3. Reading and discussion of the Board of Directors' annual activity report for the 2025 accounting period,			
4. Reading of the summary of the independent external audit report for the 2025 accounting period,			
5. Reading, discussion and approval of the consolidated CMB and TCC Consolidated Financial Statements for the 2025 financial year and the audited Corporate Sustainability Report for the 2024 accounting period prepared in accordance with the Türkiye Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority,			
6. Discussion and resolution on the release of the members of the Board of Directors from liability in respect of their activities and transactions during the 2025 accounting period,			
7. Election of the new members of the Board of Directors, and determination of their terms of office and remuneration,			
8. Discussion and resolution on the proposal of the Board of Directors regarding dividend distribution,			
9. Discussion and resolution on the amendment of Article 7 titled "Capital" of the Articles of Association of our Company as a result of the extension of the term of the registered capital ceiling, subject to the approvals of the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye,			

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10.	Discussion and resolution on the proposal of the Board of Directors regarding the selection of the Independent Audit Firm for the 2026 accounting period in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board,			
11.	Discussion and resolution on the proposal of the Board of Directors regarding the selection of an authorised assurance firm in the field of sustainability to conduct the mandatory assurance audit for the 2026 Corporate Sustainability Reports to be prepared in accordance with the Türkiye Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority, and to carry out other activities within the scope of the relevant regulations,			
12.	Informing the shareholders about the donations and aids made during the 2025 accounting period; and discussion and resolution on the proposal of the Board of Directors regarding the determination of the donation limit for the accounting period 01/01/2026 – 31/12/2026,			
13.	Informing the shareholders, within the framework of the regulations of the Capital Markets Board, about the collaterals, pledges and mortgages granted by the Company in favour of third parties, and the income or benefits derived therefrom,			
14.	Granting permission, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to shareholders holding management control, to the members of the Board of Directors, to senior executives, and to their spouses and blood and in-law relatives up to the second degree; and informing the shareholders about the transactions carried out within this scope during 2025 in accordance with Principle 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board,			
15.	Closing.			

- No voting is held on information items.

(*) The matters included in the agenda of the General Assembly shall be listed one by one. If the minority has a separate draft resolution, this shall also be stated separately in order to ensure voting by proxy.

2. Special instruction regarding other matters that may arise during the General Assembly meeting and in particular the exercise of minority rights:

- a) The proxy is authorised to vote in line with his/her own opinion.
- b) The proxy is not authorised to represent in these matters.
- c) The proxy is authorised to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS: Any special instructions to be given by the shareholder to the proxy shall be stated here.

By selecting one of the options below, the shareholder specifies the shares for which he/she wishes the proxy to represent him/her.

1. I approve the representation by the proxy of my shares, the details of which are set out below.

- a) Order and series:*
- b) Number/Group:**
- c) Quantity-Nominal value:
- ç) Whether it has voting privilege:
- d) Whether it is bearer-registered or registered in name:*
- e) Ratio of the shares/voting rights held by the shareholder to total shares/voting rights:

*This information is not requested for shares monitored in book-entry form.

**For shares monitored in book-entry form, information regarding the group, if any, shall be provided instead of the number.

2. I approve the representation by the proxy of all of my shares included in the list of shareholders who may attend the general assembly prepared by the MKK one day prior to the date of the general assembly.



Ülker Bisküvi Sanayi Anonim Şirketi

NAME SURNAME or TITLE OF THE SHAREHOLDER(*)

TR ID No/Tax ID No, Trade Registry and Number, and MERSIS number:

Address:

(*) For foreign shareholders, submission of the equivalent information, if any, is mandatory.

SIGNATURE