



Ülker Bisküvi Sanayi A.Ş.

**RELATING TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025 DATED 8 JUNE 2026**

**INFORMATION DOCUMENT**

**1. INVITATION RELATING TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025 DATED 8 JUNE 2026**

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. (\*)

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 profit 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](http://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.

**ÜLKER BİSKÜVİ SANAYİ A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025**

**2. ADDITIONAL DISCLOSURES MADE WITHIN THE SCOPE OF ARTICLE 1.3.1 OF THE CAPITAL MARKETS BOARD COMMUNIQUÉ ON CORPORATE GOVERNANCE (II-17.1)**

Of the additional disclosures required to be made pursuant to the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, those relating to the agenda items are provided below under the relevant agenda item, while the general disclosures are presented in this section for your information:

**1.3.1.a Total number of shares and voting rights reflecting the shareholding structure of the Company as of the date of this disclosure, and, if there are privileged shares in the Company's capital, the number of shares and voting rights represented by each group of privileged shares:**

Within our Company's registered capital ceiling of TRY 500,000,000, its issued capital amounts to TRY 369,276 thousand, and its capital and shareholding structure is set out below:

| Name of Shareholder  | Share Amount       | Share Ratio    |
|----------------------|--------------------|----------------|
| pladis Foods Limited | 174.420.000        | %47,23         |
| Others               | 194.855.855        | %52,77         |
|                      | <b>369.275.855</b> | <b>%100,00</b> |

**1.3.1.b Information on changes in the management and operations of the Company and its subsidiaries that took place in the previous accounting period or are planned for future accounting periods and that would materially affect the partnership activities, together with the reasons for such changes:**

There were no such changes during the period 01.01.2025-31.12.2025. Information relating to changes in our Company's management and operations is disclosed to the public through material event disclosures. Such disclosures may be accessed at <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/859-ulker-biskuvi-sanayi-a-s> or on the Company's investor relations website at <http://ulkerbiskuviyatirimciliskileri.com/default.aspx>. <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/859-ulker-biskuvi-sanayi-a-s>  
<http://ulkerbiskuviyatirimciliskileri.com/default.aspx>

**1.3.1.c If the agenda of the general assembly meeting includes the dismissal, replacement or election of members of the board of directors; the grounds for dismissal and replacement, and, in respect of persons whose candidacy for membership of the board of directors has been submitted to the Company, information regarding their résumés, duties they have carried out within the last ten years and reasons for leaving such duties, the nature and level of materiality of their relationship with the Company and the Company's related parties, whether they meet the independence criteria, and similar matters that may affect the Company's activities if such persons are elected as members of the board of directors:**

Within the framework of the provisions of the TCC and the Regulation, the separate release of our members of the Board of Directors in respect of their activities, transactions and accounts for the year 2025, and the election of new members of the Board of Directors, shall be submitted for the approval of our shareholders.

**1.3.1.ç Requests submitted in writing by the shareholders of the partnership to the Investor Relations Department regarding the inclusion of items on the agenda; where the board of directors has not accepted the shareholders' agenda proposals, the proposals not accepted and the grounds for rejection:**

A request made by a shareholder for the addition of an item to the agenda was not taken into consideration within the framework of Article 411 of the Turkish Commercial Code.

**1.3.1.d Where the agenda includes an amendment to the articles of association, the relevant board resolution together with the former and new versions of the amendments to the articles of association:**

Item 9 of the agenda includes the discussion and resolution of the amendment to Article 7 of our Company's Articles of Association titled "Capital", 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.

### **3. OUR EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 8 JUNE 2026**

#### **1. Opening and establishment of the Meeting Presidency:**

Within the framework of the provisions of the "Turkish Commercial Code" (TCC) and the Regulation of the Ministry of Customs and Trade on General Assembly Meetings of Capital Companies (the "Regulation"), the Chairperson and the Presiding Board who will conduct the General Assembly Meeting shall be elected.

#### **2. Authorisation of the Meeting Presidency to sign the Minutes of the General Assembly Meeting**

The Meeting Presidency shall be authorised 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**

Within the framework of the provisions of the TCC and the Regulation, the Annual Activity Report, which has been made available for review by our shareholders for a period of three weeks prior to the General Assembly Meeting at our Company Headquarters and in the investor relations section of the Company's website at <http://ulkerbiskuviyatirimciiliskileri.com>, shall be read at the General Assembly and submitted for the opinion and approval of our shareholders. The said report and the other relevant documents have been made available for the review of our shareholders on the Company's website. <http://ulkerbiskuviyatirimciiliskileri.com>

#### **4. Reading of the summary of the independent external audit report for the 2025 accounting period**

Within the framework of the provisions of the TCC and the Regulation, the External Audit Report, which has been made available for review by our shareholders for a period of three weeks prior to the General Assembly Meeting at our Company Headquarters and in the investor relations section of the Company's website at <http://ulkerbiskuviyatirimciiliskileri.com>, shall be read at the General Assembly and submitted for the opinion and approval of our shareholders. The said reports and the other relevant documents have been made available for the review of our shareholders on the Company's website. <http://ulkerbiskuviyatirimciiliskileri.com>

#### **5. Reading, discussion and approval of the consolidated CMB and TCC Consolidated Financial Statements for the 2025 financial year, together with 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**

Within the framework of the provisions of the TCC and the Regulation, the consolidated CMB and TCC Consolidated Financial Statements for the 2025 financial year, together with 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, which have been made available for review by our shareholders for a period of three weeks prior to the General Assembly Meeting at our Company Headquarters and in the investor relations section of the Company's website at <http://ulkerbiskuviyatirimciiliskileri.com>, shall be read at the General Assembly and submitted for the opinion and approval of our shareholders. The said reports and the other relevant documents have been made available for the review of our shareholders on the Company's website. <http://ulkerbiskuviyatirimciiliskileri.com>

#### **6. Discussion and resolution of the separate release of the members of the Board of Directors in respect of their activities and transactions for the 2025 accounting period**

Within the framework of the provisions of the TCC and the Regulation, the separate release of our members of the Board of Directors in respect of their activities and transactions for the 2025 accounting period shall be submitted for the approval of the General Assembly.

#### **7. Approval of the duties of the new members of the Board of Directors appointed during the period**

Within the framework of paragraph five of Article 6 of the Capital Markets Board Communiqué and the corporate governance principles numbered 4.3.6 and 4.3.7 included in the annex thereto, the nomination of Mr. Ahmet BAL, by extending his term of office by 1 year, together with the other candidates Mr. Fusun KURAN and Ms. Adile Esra TÖZGE, as independent board member candidates of our Company at the first general assembly meeting to be held, and the election of the members of the Board of Directors, shall be submitted for the approval of the General Assembly. Their résumés are included in **ANNEX-2**.

#### **8. Discussion and resolution of the proposal regarding dividend distribution prepared by the Board of Directors**

Our Company's "Dividend Distribution Policy", which was adopted by the resolution of our Board of Directors dated 10 March 2021, unanimously approved by the shareholders attending the Ordinary General Assembly Meeting dated 21 July 2021, entered into force accordingly, and has been published on our Investor Relations website, is submitted for the attention of our shareholders as ANNEX-3.

In accordance with the Capital Markets legislation, Article 33 of the Company's Articles of Association, and our Company's Dividend Distribution Policy approved by the shareholders at the General Assembly dated 21 July 2020;

Taking into consideration our Company's long-term objectives, investment, cash management and financing policies, as well as the long-term interests of our Company and our business partners, we hereby submit for the approval of our shareholders at the first General Assembly meeting to be held the proposal to authorize the Board of Directors to determine the following matters regarding the 2025 accounting period:

the distribution of a gross amount of TL 2,117,000,000 of the distributable net profit, to be fully covered from the profit for the period, as cash dividends in accordance with the attached "Dividend Distribution Proposal Table"; the allocation of TL 209,853,621 to restricted reserves/legal reserves set aside from profit; the transfer of TL 2,547,669,379 to extraordinary reserves/retained earnings; and the distribution of the dividend on 19 June 2026.

**9. Discussion and resolution of the amendment to Article 7 of our Company's Articles of Association titled "Capital", 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**

Pursuant to Article 18 of the Capital Markets Law and within the framework of the Capital Markets Board's Communiqué No. II.18-1 on the Registered Capital System (the "Communiqué"), our Company submits for the approval of our shareholders at the general assembly the extension of the term of the registered capital ceiling for a new 5-year period (2026-2030), within our Company's existing registered capital ceiling and subject to the approvals of the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye.

**10. Discussion and resolution of the Board of Directors' proposal regarding the selection of the Independent Audit Firm for the 2026 accounting period, pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board**

As also recommended by the Audit Committee, it was unanimously resolved to submit for the approval of the Ordinary General Assembly the selection of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Deloitte Touche Tohmatsu Limited) as the independent audit firm and auditor to audit the financial reports of our Company for the accounting period 01.01.2026 - 31.12.2026, in accordance with the principles determined pursuant to the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and the relevant legislation.

**11. Discussion and resolution of the Board of Directors' proposal regarding the selection of the authorised assurance firm in the field of sustainability in order to carry out the mandatory assurance audit in relation to 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 other activities within the scope of the relevant regulations**

The discussion and resolution of the Board of Directors' proposal regarding the selection of the authorised assurance firm in the field of sustainability in order to carry out the mandatory assurance audit in relation to 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 other activities within the scope of the relevant regulations shall be submitted for the approval of the shareholders at the general assembly.

**12. Informing the shareholders about the donations and aids made during the 2025 accounting period; discussion and resolution of the Board of Directors' proposal regarding the determination of the donation limit for the accounting period 01/01/2026 - 31/12/2026**

Our Board of Directors shall inform the shareholders about the donations and contributions made by our Company in 2025 within the framework of the "Donation Policy", and the donation limit for the 2026 accounting period shall be proposed to the Shareholders.

**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**

Our shareholders shall be informed about the sureties, pledges and mortgages set out in the relevant footnote of our Consolidated Financial Statements for the Accounting Period 1 January 2025 - 31 December 2025 (Commitments - Sureties, Pledges, Mortgages), within the framework of Article 12 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1.

**14. Discussion and resolution, pursuant to Articles 395 and 396 of the Turkish Commercial Code, on granting permission to the members of the Board of Directors to engage, on their own behalf or on behalf of others, in transactions falling within or outside the scope of the Company's field of activity, to become partners in companies engaged in such activities, and to perform other transactions**

The members of the Board of Directors shall be authorised, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to engage in transactions that may give rise to a conflict of interest with the Company or its subsidiaries, to compete, to conduct, on their own behalf or on behalf of others, activities falling within the Company's field of activity, to become partners in companies engaged in such activities, and to perform other transactions.

**15. Closing**

## ANNEX 1 SAMPLE POWER OF ATTORNEY

### POWER OF ATTORNEY

I hereby appoint ..... as proxy, with full authority to represent us/me, 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 / June /2026 at 14:00 at "Altunizade Mahallesi Oymacı Sokak No:9 Üsküdar İstanbul - Mercure İstanbul Altunizade Hotel".

Proxy's (\*):

Name Surname/Trade Name:

Turkish ID No/Tax ID No, Trade Registry and Number, and MERSİS number:

(\*) For foreign proxies, it is mandatory to submit, if any, the equivalents of the aforementioned information.

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

For sections numbered 1 and 2 below, one of the options (a), (b) or (c) must be selected in order to determine the scope of the authority of representation.

1. In Respect of 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 company management.

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 shall be given on an agenda-item basis by marking one of the options set out opposite the relevant agenda item of the general assembly (accept or reject), and, if the reject option is selected, by specifying the dissenting opinion requested to be recorded in the minutes of the general assembly, if any.

| Agenda Items (*) | Accept | Reject | Dissenting Opinion |
|------------------|--------|--------|--------------------|
| 1.               |        |        |                    |
| 2.               |        |        |                    |
| 3.               |        |        |                    |

- No voting is held on information items.

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

2. Special instruction regarding other matters that may arise at 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 on such 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.

The shareholder indicates the shares he/she wishes the proxy to represent by selecting one of the options below.

1. I approve the representation by the proxy of my shares detailed 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 to the total shares/voting rights held by the shareholder:

\* Such information is not requested for dematerialized shares monitored in book-entry form.

\*\* For dematerialized shares monitored in book-entry form, information relating to 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 prepared by the MKK one day prior to the general assembly showing the shareholders who may attend the general assembly.

NAME SURNAME or TITLE OF THE SHAREHOLDER (\*)

Turkish ID No/Tax ID No, Trade Registry and Number, and MERSİS number:

Address:

(\*) For foreign shareholders, it is mandatory to submit, if any, the equivalents of the aforementioned information.

SIGNATURE

## **ANNEX-2: RÉSUMÉS OF THE BOARD MEMBER CANDIDATES**

### **AHMET BAL**

#### **Chairman of the Board - Independent Member**

Born in Tokat in 1957, Ahmet Bal graduated from the Department of Economics and Public Finance of the Faculty of Political Sciences at Ankara University and joined the Board of Account Experts of the Ministry of Finance. Having obtained the titles of Chief Account Expert and Certified Public Accountant in 1991, Ahmet Bal received a master's degree (MBA) in Business Administration from the University of Nottingham in the United Kingdom in 1992; in 1994, he started to work as Assistant Coordinator of Financial Affairs at Anadolu Endüstri Holding. Between 1995 and 1998, he served as Finance Director of Efes Sınai Yatırım Ticaret A.Ş., responsible for the overseas Coca-Cola operations of Anadolu Group; between 1998 and 1999, he served as General Manager of Efes Sınai Yatırım Holding A.Ş.; and between 1999 and 2006, he served as Financial Affairs Coordinator responsible for the automotive, finance and stationery companies within the Presidency of Financial Affairs at Anadolu Endüstri Holding. Between 2006 and 2012, he served as Audit Coordinator responsible for the Group Companies at Anadolu Endüstri Holding. Having served as Head of Audit responsible for the audit of Anadolu Group companies between 2013 and 2018, Ahmet Bal is married and has two children.

### **YAHYA ÜLKER**

#### **Vice Chairman of the Board**

Yahya Ülker graduated from the Business Administration Department of Koç University in 2016. Following his university education, he worked at various organisations operating in banking and biscuit manufacturing in London and Switzerland. Starting his career at Yıldız Holding in 2018, Ülker served at the Holding's innovation company, Northstar Innovation, and played an active role in the implementation of innovation projects constituting the Holding's investment in the future, particularly university-industry collaborations. Since 2019, at Yıldız Ventures, of which he is the founder, he has led the establishment of the business line within the Holding focusing on venture incubation and venture capital investments, and manages teams supporting the development of the entrepreneurship ecosystem, mainly through investments in external ventures. He also undertook leadership roles in sales operations and e-commerce at ŞOK Marketler, one of Türkiye's leading retail companies, and successfully completed his responsibilities. Yahya Ülker currently continues to serve as Vice Chairman of the Board of Directors of Yıldız Holding, Transformation and Technology Leader of Yıldız Holding, and Executive Board Member of Continental Confectionery Company, Yıldız Holding's global gum and confectionery company. In addition, Ülker is a member of TÜSIAD, DEİK Digital Technologies, Yeni Bir Lider Association and Q Angels, contributes to the entrepreneurship ecosystem as a startup mentor within Endeavor Türkiye, and supports science- and society-oriented work as Chairman of the Sabri Ülker Foundation.

### **MEHMET TÜTÜNCÜ**

#### **Member of the Board of Directors**

Mehmet Tütüncü completed his undergraduate studies in the Department of Mechanical Engineering at Gazi University and his master's degree in the Department of Industrial and Organisational Psychology at Maltepe University. With an IRI scholarship, he attended training in Production, Quality Control and Maintenance Practices in Italy for 6 months, as well as various programmes at Harvard Business School in Strategic Marketing, and at IMD/Switzerland and INSEAD/Singapore. Mehmet Tütüncü started his business life in 1981 as an engineer at the Construction Works Department of the Ministry of National Education and served, respectively, as Production Manager, Operations Manager and General Manager at Best Rothmans Entegre Sigara ve Tütün Sanayi A.Ş. between 1987 and 1996. He started his first role within Yıldız Holding in 1996 as Operations Coordinator at Ülker Gıda A.Ş. He served as General Manager of Ülker Biscuit and Chocolate factories, Vice President of Ülker Group, President of the Food and Beverage Group, President of the Food Group and President of Ülker International Group. In 2016, he was appointed as Regional CEO responsible for Türkiye, the Middle East, North Africa and Central Asia within the pladis organisation established under Yıldız Holding. In 2017, he continued as Deputy CEO by also assuming responsibility for South Asia and Latin America, as well as pladis Global Information Systems and Business Models Transformation. As of October 2018, he assumed the roles of Vice Chairman of the Board of Directors of Yıldız Holding and CEO of Yıldız Holding. As of September 2023, he has been serving as Vice Chairman of the Board of Directors of Yıldız Holding. Tütüncü, who is a board member of TÜGİS, is also a member of many Turkish and foreign sectoral organisations.

### **SRIDHAR RAMAMURTH**

#### **Member of the Board of Directors**

Sridhar Ramamurth was appointed as a member of the board of directors of Ülker Bisküvi in May 2024 and was appointed as CFO of pladis in July 2019. Prior to his current role, Sridhar worked at Unilever for 30 years and spent the last five of those years in London, most recently serving as Vice President responsible for Enterprise Solutions. He also served as Chief Auditor and Group Treasurer and Head of Tax, Pensions and Insurance. Before moving to the United Kingdom, Sridhar spent five years as Senior Vice President of Finance at Unilever South Asia and as Finance Director of Hindustan Unilever Limited, India. Prior to his roles in India, Sridhar spent six years in Singapore as Unilever's Controller for Asia, Africa and Central & Eastern Europe. Earlier in his Unilever career, Sridhar held various managerial positions in finance and supply chain in India. He started his career as a Finance Officer in the shipping division of Larsen and Toubro, one of India's largest engineering companies. Sridhar has lived and worked in India, Singapore and the United Kingdom. He is a gold medalist member of the Institute of Chartered Accountants of India and is also a member of the Institute of Cost Accountants of India and the Institute of Company Secretaries of India. He holds a Bachelor of Commerce degree from the University of Mumbai, India.

### **ÖZGÜR KÖLÜKFAKİ**

#### **Member of the Board of Directors**

After graduating from the Department of Electrical and Electronics Engineering at Middle East Technical University, Kölükfakı completed his master's degree in the Department of Business Administration. He served for nearly 25 years as a senior executive in different geographies and categories within Unilever, which he joined in 1998 as Brand Manager. Between 2012 and 2015, Kölükfakı served as Vice President responsible for Ice Cream, Food and Beverage at Unilever Russia; between 2015 and 2019, as General Manager responsible for Iran and Central Asia; and between 2019 and 2022, as Vice President responsible for the North Africa, Middle East, Türkiye, Russia, Ukraine and Belarus region in the Ice Cream, Beverage and Food Division. Before joining pladis, Kölükfakı served as General Manager responsible for Hayat Kimya's Türkiye operations as of 2023. Özgür Kölükfakı, who speaks English and French, is married and has three children.

### **İBRAHİM TAŞKIN**

#### **Member of the Board of Directors**

Born in Trabzon in 1965, İbrahim Taşkın completed primary school in Artvin and his secondary and high school education in İstanbul. He graduated from the Faculty of Law of İstanbul University in 1986. He completed his military service in 1988 in Şanlıurfa as a Discipline Officer at the Discipline Court. Since 1989, he has been registered as an independent lawyer with the İstanbul Bar Association. Beginning in 1990, for a period of 4 years, he served as a lecturer at the Florya Police Training Centre affiliated with the General Directorate of Security, teaching Constitutional Law, Criminal Law, Criminal Procedure Law and Police Professional Legislation. Between 1996 and 2004, in addition to practising as an independent lawyer, he engaged in political activities involving various duties. Since 2004, he has been responsible for legal affairs at Yıldız Holding. He is currently the Global Chief Legal Officer of Yıldız Holding. He continues to serve as a member of the board of directors in many companies and also serves as founder, executive and/or member in various associations and foundations. In addition to his responsibilities in the Holding's affiliated companies, he also serves at Yıldız Holding A.Ş. as Chairman of the Honor Board, Chairman of the Food Safety and Defense Board and Global Chief Legal Officer. He is married, has four children, and speaks English.

### **ADİLE ESRA TÖZGE**

#### **Member of the Board of Directors - Independent**

Born in İzmir in 1966, Adile Esra Tözge graduated from İzmir American College and the Department of Economics at Boğaziçi University. Adile Esra Tözge has 12 years of experience in Strategic Planning, Reporting, Logistics, Sales and Marketing at Henkel Turyağ, based in Germany, and Saint Gobain Weber, based in France. In addition to this experience, for the past 20 years Adile Esra Tözge has worked at Kale Group in the areas of Sales, Marketing, Strategy, Reporting, Planning, Corporate Communications and Institutionalisation, first as a consultant and

subsequently as Vice President and Executive Committee Member reporting to Zeynep Bodur Okyay, Chairperson of the Board of Directors and CEO of Kale Group. During this period, by managing joint projects with many international consultancy companies such as BCG, Deloitte, AD Little, Landor and Simon Kucher, Tözge has worked on many different matters, including the handover of Kale Holding management from İbrahim Bodur to Zeynep Bodur Okyay, the institutionalisation of the group, organisational structuring, selection and recruitment of a professional management team at the Holding, alignment with the corporate culture, establishment and operation of Boards of Directors, processes, authority matrices, reporting and target setting, adoption of the Corporate Communications Department as a strategic management function, and brand positioning. Tözge has served on the boards of directors of Kale Seramik, Kalekim, Kale Nakliyat and Bodur Gayrimenkul, and currently serves as a member of the board of directors of Kaleseramik, Kalekim and Bodur Gayrimenkul. Adile Esra Tözge also serves voluntarily as a member of the Board of Trustees of SEV Health and Education Foundation, BUVAK Boğaziçi University Foundation and KSV İbrahim Bodur Kaleseramik Foundation.

#### **FÜSUN KURAN**

##### **Member of the Board of Directors - Independent**

Having started her business career as an auditor at Arthur Andersen, Füsün Kuran became General Manager of Stefanel, where she continued her career, in 2001. In 2005, she received Capital Magazine's award for "Youngest General Manager on the Path to Success". Füsün Kuran, who became General Manager of Brooks Brothers in 2013, served as CEO of RMK Classic, which includes the Brooks Brothers and Edwards brands, until January 2019. Having served as Chairperson of the Trademark Association (TMD) for two terms in 2010-2012 and 2014-2016, Kuran currently serves as the association's vice chairperson. Füsün Kuran, a highly experienced figure in the business world, became CEO of Bir Dilek Tut Association (Make-A-Wish® Türkiye), an international organisation for children battling life-threatening diseases. Since 2022, KURAN has been serving as CEO and board member of TutumluAnne.com, Türkiye's marketplace for second-hand products for children and women, and has also been serving as an Independent Member of the Board of Directors of Ülker Bisküvi since May 2022.

### **ANNEX-3: DIVIDEND DISTRIBUTION POLICY**

Our Company's "Dividend Distribution Policy" is determined in accordance with the provisions of the Turkish Commercial Code, capital markets legislation, tax legislation and other relevant legislation, as well as the provisions of our Company's articles of association, and in line with the medium- and long-term strategies of the Company and its investment and financing plans, taking into account the condition of the national economy and the sector, and observing the balance between the expectations of the shareholders and the needs of our Company, based on the proposal of the Board of Directors and the resolution adopted by the General Assembly. Within the framework of capital markets regulations, the Company aims to distribute, for each accounting year, up to 70% of its distributable net profit for the period, in cash and/or in shares, provided that the entirety of the net distributable profit for the period calculated under such regulations can be covered from the available resources in its statutory records. This policy depends on the Company's financial position, other funding requirements relating to contemplated investments, the conditions prevailing in the sector and the conditions in the economic environment. In the relevant dividend distribution period, this ratio is reviewed each year by the Board of Directors depending on national and global economic conditions, the Company's medium- and long-term growth and investment strategies, and cash requirements. The General Assembly may decide to distribute dividends at a higher rate, or may allocate part or all of the net profit to extraordinary reserves. If the Board of Directors proposes to the General Assembly that no profit be distributed, the reasons therefor and the intended use of the undistributed profit are explained to the shareholders at the General Assembly Meeting. A separate resolution regarding the dividend is adopted by the Board of Directors for each accounting period; such dividend distribution proposal is disclosed to the public in accordance with the legislation and announced on the Company's website. The General Assembly may approve or reject the proposal. The dividend is distributed equally to all shares existing as of the distribution date, regardless of their dates of issue and acquisition. The distribution of the dividend shall commence on the date to be determined by the General Assembly, or, provided that it is authorised by the General Assembly, by the Board of Directors, and in any event no later than the end of the year in which the General Assembly meeting is held. The Company may, in accordance with the provisions of the applicable legislation, consider the distribution of dividend advances or the payment of the dividend in equal or different instalments.