



Ülker Bisküvi Sanayi Anonim Şirketi

İstanbul-41603

INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED DECEMBER 24, 2024

Dear Valued Shareholder

The Extraordinary General Assembly of our Company will be convened on 24 December 2024 at 2:00 pm, at the following address: Kısıklı Mah. Ferah Cad. No:1 B. Çamlıca, Üsküdar/İstanbul.

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.

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.

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, excluding the date of announcement and the meeting date.

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

ÜLKER BİSKÜVİ SANAYİ A.Ş.

AGENDA FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 24 DECEMBER 2024

1. Election of the Chairmanship of the Meeting and Opening
2. Granting authority for the signing of the General Assembly Meeting Minutes by the Meeting Chairperson.
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.
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
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,

Kısıklı Mah. Ferah Cad. No:1 Üsküdar 34692 İstanbul

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- 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.
6. Closing

POWER OF ATTORNEY

ÜLKER BISKUVI SANAYİ ANONİM ŞİRKETİ

I hereby appoint as my proxy to represent myself, to vote, to submit proposals and to sign the necessary documents in accordance with the below specified scope at the Extraordinary General Assembly Meeting of ÜLKER BİSKÜVİ SANAYİ A.Ş. on 24/12/2024 at 2:00 pm the Company headquarter "Kısıklı Mahallesi, Ferah Caddesi No:1 Büyükçamlıca Üsküdar/İstanbul"

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

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

(*) The issues included in the agenda of the General Assembly are itemized one by one. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial(*)
- b) Number / Group ()
- c) Amount-Nominal Value
- ç) Share with voting power or not
- d) Bearer-Registered(*)
- e) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.

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SIGNATURE