



Strong Foundations
Global Goals

HEKTAŞ TİCARET TÜRK A.Ş.

2026 ANNUAL REPORT / Q1

HEKTAŞ TİCARET T.A.Ş.

**INTERIM ACTIVITY REPORT OF THE BOARD OF DIRECTORS
PREPARED IN ACCORDANCE WITH COMMUNIQUÉ NO. II-14.1**

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A- GENERAL INFORMATION

1. Reporting Period

01.01.2026- 31.03.2026

2. Corporate Information

TRADE NAME	HEKTAŞ TİCARET TÜRK ANONİM ŞİRKETİ
DATE OF INCORPORATION	1956
FIELD OF ACTIVITY	Production, sales and marketing of Plant Nutrition and Plant Protection products, as well as Seed Breeding and the production, sales and marketing of seeds
HEAD OFFICE ADDRESS	Gebze Organize Sanayi Bölgesi 700. Sokak No:711 41480 Gebze/Kocaeli
WEBSITE	www.hektas.com.tr
E-MAIL	info@hektas.com.tr
TELEPHONE	262 751 1412
FAKS	262 751 3717
PRODUCTION FACILITY ADDRESSES	
HEKTAŞ / Plant Protection Production Facility	Gebze Organize Sanayi Bölgesi 700. Sokak No:711 41480 Gebze/Kocaeli
-HEKTAŞ / Adana Organomineral Fertilizer Production Facility	Acidere Osb Mahallesi Atatürk Blv. No: 19 Sarıçam/ADANA
FERBİS / Niğde Plant Protection Production Facility	Organize Sanayi Bölgesi Mah. 2 B No'lu Yol Cad. No.6 Bor / Niğde
HEKTAŞ TOHUMCULUK / Seed Breeding and Production Facility	Pınarbaşı Mahallesi Dumlupınar Bulvarı No:812 Konyaaltı / Antalya
HEKTAŞ Ankara Advanced Technology Center	Alcı OSB Mah. 2024 Cad. No: 25 Sincan / Ankara
AGRİVENTİS	Level 36, Gateway, 1 Macquarie Place, Sydney NSW Australia 2000
TAX OFFICE / NO	İlyasbey / 4610015898
TRADE REGISTRY OFFICE / NO	Gebze Trade Registry Office / 6535-10921
MERSİS NO	461001589800013
PAID-IN CAPITAL	TRY 8,430,000,000
REGISTERED CAPITAL CEILING	TRY 8,500,000,000 (*)
INDEPENDENT AUDITOR (**)	Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

(*) At the meeting of our Board of Directors dated January 6, 2026; an application was submitted to the Capital Markets Board on January 9, 2026, for the purposes of increasing the Company's registered capital ceiling from TRY 8,500,000,000 to TRY 25,000,000,000, extending its validity period from the end of 2027 to 2030, and accordingly amending Article 7 titled "Capital" of the Company's Articles of Association. The development regarding the process was announced to the public on January 9, 2026, through the Public Disclosure Platform (KAP). The application made was deemed appropriate by the Capital Markets Board of the Republic of Türkiye with its letter dated January 13, 2026 and numbered E-29833736-110.04.04-84318, and was also approved by the Ministry of Trade of the Republic of Türkiye with its decision dated February 4, 2026 and numbered E-50035491-431.02-00118632159. The approved version of the amendment text to the Articles of Association will be submitted for the approval of the shareholders at the Ordinary General Assembly Meeting for the year 2025. The development regarding the process was announced to the public on February 5, 2026, through the Public Disclosure Platform (KAP).

(**) At the Ordinary General Assembly Meeting to be held on May 7, 2026, in accordance with the Turkish Commercial Code and Capital Markets regulations, the proposal of the Board of Directors regarding the selection of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent external audit firm for the audit of the Company's accounts and transactions for the year 2026 will be discussed and resolved.

HEKTAŞ TİCARET T.A.Ş.**INTERIM ACTIVITY REPORT OF THE BOARD OF DIRECTORS
PREPARED IN ACCORDANCE WITH COMMUNIQUÉ NO. II-14.1****3. Shareholding Structure, Capital Distribution, Voting Rights, Affiliates and Subsidiaries****Shareholding Structure**

Shareholders	Share Amount (TRY)	Share (%)
Ordu Yardımlaşma Kurumu (OYAK)	4,667,398,975.06	55.37
Others	3,762,601,024.94	44.63
Total	8,430,000,000.00	100

Capital Distribution

The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law (CMB). The Company's registered capital ceiling is TRY 8,500,000,000, divided into 850,000,000,000 shares each with a nominal value of 1 (one) Kuruş. The registered capital ceiling authorization granted by the Capital Markets Board is valid for the years 2023-2027 (5 years).

The Company's issued capital, all of which has been fully paid, amounts to TRY 8,430,000,000 (eight billion four hundred thirty million Turkish Lira), consisting of 843,000,000,000 (eight hundred forty-three billion) shares, each with a nominal value of 1 (one) Kuruş.

Each share grants 1 voting right. The holders of Founder's Redeemable Shares are entitled to a 5% dividend right arising from the Company's Articles of Association.

Voting Rights

There are no privileged voting rights. Each share grants 1 voting right.

The shares representing the capital shall be monitored in book-entry form within the framework of dematerialization principles.

Affiliates and Subsidiaries

Company Name	Shareholding (%)
Ferbis Tarım Ticaret ve Sanayi Anonim Şirketi	100.00
Hektaş Tohumculuk Sanayi ve Dış Ticaret Anonim Şirketi	100.00
Sunset Kimya Tarım Ürünleri Ve Aletleri İmalat Pazarlana Sanayi Ve Ticaret Anonim Şirketi	100.00
Agriventis Technologies Pty.Ltd	51.00
Hektas Asia LLC	66.70
Takimsan Tarım Kimya Sanayi ve Ticaret Anonim Şirketi	99.78
Çantaş Çankırı Tuz Ürünleri Üretim ve Dağıtım Anonim Şirketi	0.37

When the financial statements of Çantaş are examined, it is not included in the scope of consolidation as it does not have material significance within the Company's financial statements in terms of amount and nature, and due to the very limited nature of its operations.

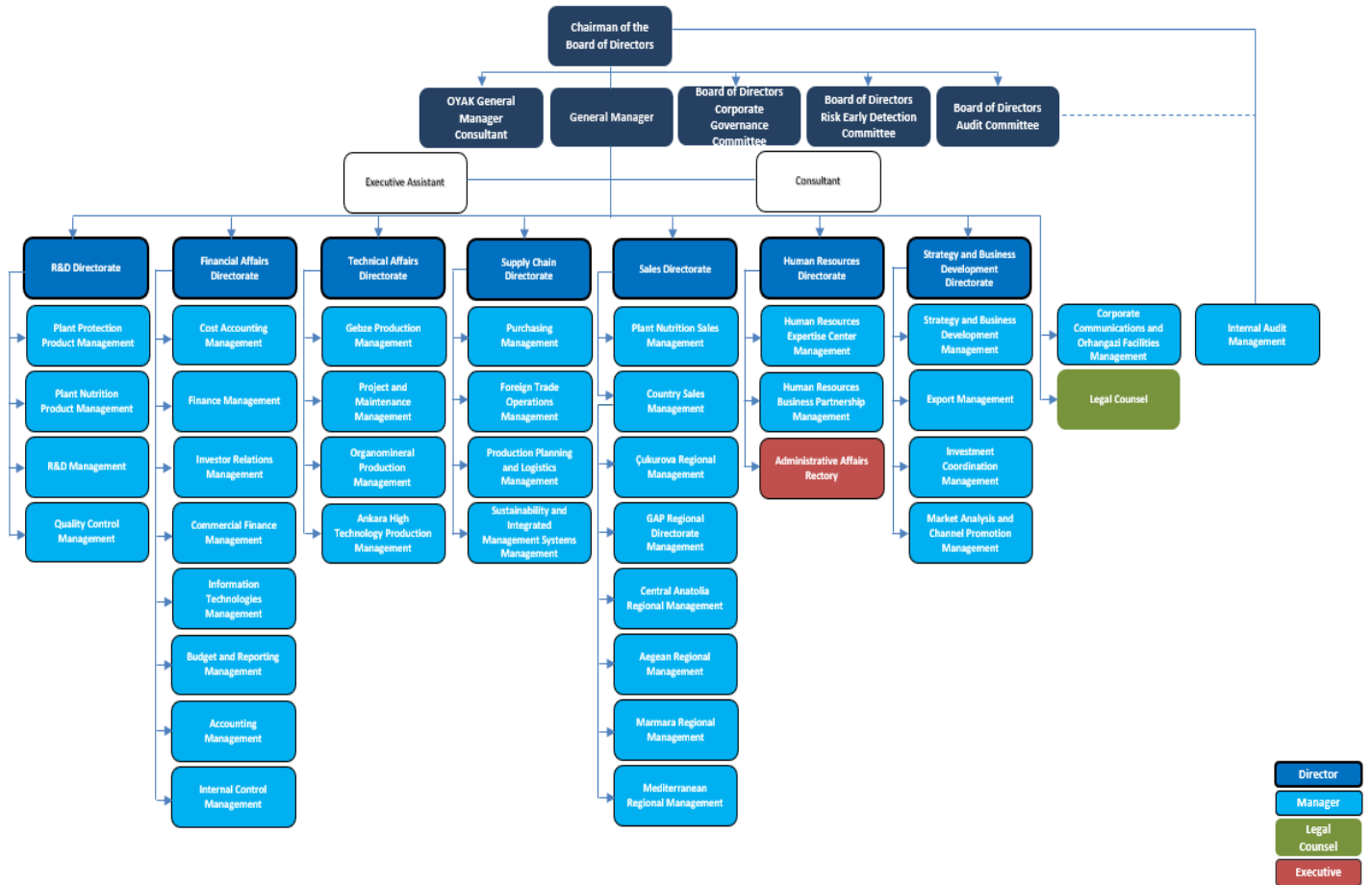
Other affiliates and subsidiaries within the Group are consolidated in the financial statements

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4. Organizational Structure of the Company

The organizational chart of HEKTAŞ is as follows: There has been no change in the Company's organizational structure between 01.01.2026 and 31.03.2026.



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INTERIM ACTIVITY REPORT OF THE BOARD OF DIRECTORS PREPARED IN ACCORDANCE WITH COMMUNIQUÉ NO. II-14.1

5. Information on the Board of Directors, Committees and Senior Management

Board of Directors;

As of the reporting date, the current Members of the Board of Directors of our Company are as follows:

Board of Directors	Position	Initial Appointment Date of Legal Entity Representatives and Independent Members to the Board of Directors
Omsan Lojistik A.Ş. (Acting on behalf of: TURAN EROL)	Chairman of the Board of Directors	22/08/2025
Akdeniz Chemson Kimya Sanayi ve Ticaret A.Ş. (Acting on behalf of: MEHMET HADİ TUNÇ)	Vice Chairman of the Board of Directors	12/02/2026
Oytaş İç ve Dış Ticaret A.Ş. (Acting on behalf of: OĞULCAN TOPER)	Member of the Board of Directors	12/02/2026
Oyak Pazarlama Hizmet ve Turizm A.Ş. (Acting on behalf of: FERHAT BAĞLARLIOĞLU)	Member of the Board of Directors	08/05/2024
Oyak Denizcilik ve Liman İşletmeleri A.Ş. (Acting on behalf of: ERHAN AKGÜL)	Member of the Board of Directors	12/06/2025
Bülent Şamil YETİŞ	Member of the Board of Directors (Independent)	31/03/2020
Kurtuluş Bedri VAROĞLU	Member of the Board of Directors (Independent)	03/04/2023
Murat Dertli ERKER	Member of the Board of Directors (Independent)	08/09/2025

Changes in the Board of Directors During the Period

The changes made among the Members of the Board of Directors of our Company during the period are as follows.

Pursuant to the Board of Directors resolution of AKDENİZ Chemson Kimya Sanayi ve Ticaret Anonim Şirketi, the Legal Entity Vice Chairman of the Board of Directors, and in accordance with the decision of our Company dated 12.02.2026; Mehmet Hadi TUNÇ has been appointed in place of Hüseyin Fazıl ORAL, who was acting on behalf of AKDENİZ Chemson Kimya Sanayi ve Ticaret Anonim Şirketi, the Legal Entity Vice Chairman of the Board of Directors, and the related disclosure was announced to the public through KAP on 12/02/2026.

Pursuant to the Board of Directors resolution of OYTAŞ İç ve Dış Ticaret Anonim Şirketi, the Legal Entity Member of the Board of Directors, and in accordance with the decision of our Company dated 12.02.2026; Oğulcan TOPER has been appointed in place of Volkan ÜNLÜEL, who was acting on behalf of OYTAŞ İç ve Dış Ticaret Anonim Şirketi, the Legal Entity Member of the Board of Directors, and the related disclosure was announced to the public through KAP on 12/02/2026.

Duties and Authorities of the Members of the Board of Directors

The Chairman and Members of the Board of Directors are vested with the duties and authorities specified in the relevant provisions of the Turkish Commercial Code and in Articles 14 and 15 of the Company's Articles of Association.

The selection of the Legal Entity Chairman of the Board of Directors and the Legal Entity Vice Chairman of the Board of Directors will be carried out by the Board of Directors following the Ordinary General Assembly Meeting for the year 2025 to be held on May 7, 2026, and will be announced on KAP.

HEKTAŞ TİCARET T.A.Ş.**INTERIM ACTIVITY REPORT OF THE BOARD OF DIRECTORS
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The Audit Committee, the Early Detection of Risk Committee and the Corporate Governance Committee have been established by the Board of Directors.

The working principles of the Audit Committee are determined by the directive titled "Hektaş Ticaret T.A.Ş. Board of Directors Audit Committee" dated 24.07.2012; the working principles of the Early Detection of Risk Committee are determined by the directive titled "Hektaş Ticaret T.A.Ş. Early Detection of Risk Committee" dated 24.07.2012; and the working principles of the Corporate Governance Committee are determined by the directive titled "Hektaş Ticaret T.A.Ş. Corporate Governance Committee" dated 24.07.2012. The aforementioned directives are available on the Company's website at www.hektas.com.tr

Committees;

COMMITTEE	POSITION	NAME – SURNAME	QUALIFICATION	MEETING FREQUENCY
Audit Committee	Chairman	Bülent Şamil YETİŞ	Independent Member	At least four times a year at quarterly intervals.
	Member	Murat Dertli ERKER	Independent Member	
Corporate Governance Committee	Chairman	Kurtuluş Bedri VAROĞLU	Independent Member	At least four times a year at quarterly intervals.
	Member	Murat Dertli ERKER	Independent Member	
	Member	Murat KILIÇ	Chief Financial Officer	
Early Detection of Risk Committee	Chairman	Bülent Şamil YETİŞ	Independent Member	At least six times a year at bi-monthly intervals.
	Member	Murat Dertli ERKER	Independent Member	

Senior Management;

Senior Management	Position	Date of Appointment*	Educational Background
Enis Emre TERZİ	General Manager	27.01.2024	İstanbul University, Faculty of Economics and Administrative Sciences (Bachelor's Degree)
Murat KILIÇ	Chief Financial Officer	15.04.2024	Middle East Technical University, Faculty of Economics and Administrative Sciences – Economics (Bachelor's Degree)
Ayhan GÖKBAĞ	Technical Affairs Director	23.01.2024	İstanbul Technical University – Mechanical Engineering (Bachelor's Degree), Boğaziçi University – Mechanical Engineering (Master's Degree)
Tendü ARSAN	Human Resources Director	26.10.2023	Marmara University – Labor Economics and Industrial Relations (Bachelor's & Master's Degree)
Emrah ÖZDEMİR	Supply Chain Director	11.10.2023	İstanbul University – Chemical Engineering (Bachelor's Degree) Gebze YTÜ – Business Administration (Master's Degree)
Cüneyt KÖSEOĞLU	Sales Director	09/09/2024	Çukurova University – Agricultural Engineering, Plant Protection (Bachelor's Degree) Çukurova University – Agricultural Engineering, Field Crops (Master's Degree)
Osman SUIÇMEZ	Strategy and Business Development Director	24/12/2025	İstanbul Technical University – Industrial Engineering (Bachelor's Degree)
	R&D Director		

* The appointment dates included in the table have been prepared based on the latest titles of the relevant individuals.

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6. Changes in Senior Management During the Period

No changes were made in the Senior Management during the period.

7. Transactions Carried Out by Members of the Board of Directors with the Company on Their Own Behalf or on Behalf of Others and Their Activities Within the Scope of the Non-Competition Principle

No transactions within this scope took place during the first three months of 2026.

At the Ordinary General Assembly Meeting to be held regarding the Company's 2025 activities, an agenda item has been included to grant permission to the Members of the Board of Directors for the year 2026 to carry out transactions within the scope of the relevant provisions of the Turkish Commercial Code.

8. Personnel and Labor Movements, Collective Bargaining Practices and the Rights and Benefits Provided to Personnel and Workers

As of 31.03.2026, the number of employees of our Company is 547 in total, consisting of 188 blue-collar employees and 359 white-collar employees.

The calculation of the Company's "Severance Pay" obligation is carried out by an actuarial firm, and the provision for severance pay allocated at the end of the period amounts to TRY 103,535,011.

The social rights of our personnel are provided regularly on a monthly basis within the scope of the applicable legislation. There is no Collective Bargaining Agreement practice in our Company.

9. Corporate Governance Compliance Report

Compliance with the "Corporate Governance Principles" published by the Capital Markets Board has also been maintained during the January – March 2026 period.

10. Amendments to the Articles of Association

The decisions taken and applications made during the period regarding amendments to the Company's Articles of Association, as well as the amendment texts, are as follows.

Due to the Increase of the Registered Capital Ceiling and Extension of Its Validity Period;

At the meeting of our Board of Directors dated January 6, 2026; an application was submitted to the Capital Markets Board on January 9, 2026, for the purposes of increasing the Company's registered capital ceiling from TRY 8,500,000,000 to TRY 25,000,000,000, extending its validity period from the end of 2027 to 2030, and accordingly amending Article 7 titled "Capital" of the Company's Articles of Association. The development regarding the process was announced to the public on January 9, 2026, through the Public Disclosure Platform (KAP). The application made was deemed appropriate by the Capital Markets Board of the Republic of Türkiye with its letter dated January 13, 2026 and numbered E-29833736-110.04.04-84318, and was also approved by the Ministry of Trade of the Republic of Türkiye with its decision dated February 4, 2026 and numbered E-50035491-431.02-00118632159. The approved version of the amendment text to the Articles of Association will be submitted for the approval of the shareholders at the Ordinary General Assembly Meeting for the year 2025. The development regarding the process was announced to the public on February 5, 2026, through the Public Disclosure Platform (KAP).

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The amendment text of the Articles of Association is as follows;

HEKTAŞ TİCARET TÜRK ANONİM ŞİRKETİ AMENDMENT TEXT OF THE ARTICLES OF ASSOCIATION	
CURRENT VERSION	NEW VERSION
<p>ARTICLE 7</p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law (CMB) and transitioned to this system with the permission of the Capital Markets Board dated 13.10.1988 and numbered 547.</p> <p>The Company's registered capital ceiling is TRY 8,500,000,000, divided into 850,000,000,000 shares, each with a nominal value of 1 (one) Kuruş. The registered capital ceiling authorization granted by the Capital Markets Board is valid for the years 2023-2027 (5 years). Even if the authorized registered capital ceiling has not been reached by the end of 2027, in order for the Board of Directors to adopt a capital increase resolution after 2027, it is mandatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously authorized ceiling or a new ceiling amount. In the absence of such authorization, no capital increase may be made by a resolution of the Board of Directors.</p> <p>The Company's issued capital, all of which has been fully paid, amounts to TRY 8,430,000,000 (eight billion four hundred thirty million Turkish Lira), consisting of 843,000,000,000 (eight hundred forty-three billion) shares, each with a nominal value of 1 (one) Kuruş.</p> <p>The Board of Directors is authorized, during the period 2023-2027, in accordance with the provisions of the Capital Markets Law, to increase the issued capital by issuing registered or bearer shares up to the registered capital ceiling when deemed necessary.</p> <p>Provided that it does not contradict the provisions of the Turkish Commercial Code and the Capital Markets Law, the Board of Directors is authorized to restrict the pre-emptive rights of shareholders and to issue shares above their nominal value. The authority to restrict pre-emptive rights may not be exercised in a manner that leads to inequality among shareholders.</p> <p>The shares representing the capital are monitored in book-entry form within the framework of dematerialization principles.</p> <p>Each share grants 1 voting right.</p>	<p>ARTICLE 7</p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law (CMB) and transitioned to this system with the permission of the Capital Markets Board dated 13.10.1988 and numbered 547.</p> <p>The Company's registered capital ceiling is <u>TRY 25,000,000,000</u>, divided into <u>2,500,000,000,000</u> shares, each with a nominal value of 1 (one) Kuruş. The registered capital ceiling authorization granted by the Capital Markets Board is valid for the years <u>2026-2030</u> (5 years). Even if the authorized registered capital ceiling has not been reached by the end of <u>2030</u>, in order for the Board of Directors to adopt a capital increase resolution after <u>2030</u>, it is mandatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously authorized ceiling or a new ceiling amount. In the absence of such authorization, no capital increase may be made by a resolution of the Board of Directors.</p> <p>The Company's issued capital, all of which has been fully paid, amounts to TRY 8,430,000,000 (eight billion four hundred thirty million Turkish Lira), consisting of 843,000,000,000 (eight hundred forty-three billion) shares, each with a nominal value of 1 (one) Kuruş.</p> <p>The Board of Directors is authorized, during the period <u>2026-2030</u>, in accordance with the provisions of the Capital Markets Law, to increase the issued capital by issuing registered or bearer shares up to the registered capital ceiling when deemed necessary, and to resolve on matters such as restricting the pre-emptive rights of shareholders and issuing shares at a premium or below their nominal value. The authority to restrict pre-emptive rights may not be exercised in a manner that leads to inequality among shareholders.</p> <p>The shares representing the capital are monitored in book-entry form within the framework of dematerialization principles.</p> <p>Each share grants 1 voting right.</p>

Due to the Introduction of Privileges in Existing Shares;

Based on the decision taken at the Board of Directors meeting of our controlling shareholder Ordu Yardımlaşma Kurumu (OYAK) General Directorate dated 28.02.2026, a request was submitted to our Company to amend the Articles of Association in order to create privileges in the shares held, with the aim of ensuring the continuity of strategic decisions to be taken for creating financing options using equity methods within Hektaş and reducing financing costs, preserving the control structure, and maintaining a stable control structure in management for the financing of operations; to restructure the shares representing the Company's capital as Group A (privileged) and Group B (non-privileged) shares; and to grant voting,

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management and pre-emptive rights privileges to Group A shares. The development was announced to the public on 02/03/2026 through the Public Disclosure Platform (KAP).

Amendment of the Articles of Association, CMB Application and Procedures Regarding the Exercise of the Right of Exit;

Pursuant to the resolution of our Board of Directors dated 05.03.2026; an application was submitted on 05.03.2026 via the E-Application system to the Capital Markets Board regarding the amendment of Article 7 titled "Capital", Article 11 titled "Board of Directors", Article 12 titled "Term of the Board of Directors", Article 13 titled "Meetings", Article 14 titled "Powers of the Board of Directors", and Article 22 titled "Voting Rights and Form of Representation" of the Company's Articles of Association, and the addition of Article 38 titled "Transfer of Shares" to the Articles of Association, in order to divide the shares representing the Company's capital into Group A and Group B shares and to create privileges for Group A shares.

The amendment text of the Articles of Association is as follows;

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AMENDMENT TEXT OF THE ARTICLES OF ASSOCIATION	
CURRENT TEXT	NEW TEXT
<p>Capital</p> <p>Article 7-The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law (CMB) and transitioned to this system with the permission of the Capital Markets Board dated 13.10.1988 and numbered 547.</p> <p>The Company's registered capital ceiling is TRY 8,500,000,000, divided into 850,000,000,000 shares, each with a nominal value of 1 (one) Kuruş. The registered capital ceiling authorization granted by the Capital Markets Board is valid for the years 2023-2027 (5 years). Even if the authorized registered capital ceiling has not been reached by the end of 2027, in order for the Board of Directors to adopt a capital increase resolution after 2027, it is mandatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously authorized ceiling or a new ceiling amount. In the absence of such authorization, no capital increase may be made by a resolution of the Board of Directors.</p> <p>The Company's issued capital, all of which has been fully paid, amounts to TRY 8,430,000,000 (eight billion four hundred thirty million Turkish Lira), consisting of 843,000,000,000 (eight hundred forty-three billion) shares, each with a nominal value of 1 (one) Kuruş.</p> <p>The Board of Directors is authorized, during the period 2023-2027, in accordance with the provisions of the Capital Markets Law, to increase the issued capital by issuing registered or bearer shares up to the registered capital ceiling when deemed necessary, and to resolve on matters such as restricting the pre-emptive rights of shareholders and issuing shares at a premium or below their nominal value. The authority to restrict pre-emptive rights may not be exercised in a manner that leads to inequality among shareholders.</p> <p>The shares representing the capital are monitored in book-entry form within the framework of dematerialization principles.</p> <p>Each share grants 1 voting right.</p>	<p>Capital</p> <p>Article 7-The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law (CMB) and transitioned to this system with the permission of the Capital Markets Board dated 13.10.1988 and numbered 547.</p> <p>The Company's registered capital ceiling is TRY 25,000,000,000, divided into 2,500,000,000,000 shares, each with a nominal value of 1 (one) Kuruş. The registered capital ceiling authorization granted by the Capital Markets Board is valid for the years 2026-2030 (5 years). Even if the authorized registered capital ceiling has not been reached by the end of 2030, in order for the Board of Directors to adopt a capital increase resolution after 2030, it is mandatory to obtain authorization from the General Assembly for a new period not exceeding 5 years by obtaining permission from the Capital Markets Board for the previously authorized ceiling or a new ceiling amount. In the absence of such authorization, no capital increase may be made by a resolution of the Board of Directors.</p> <p>The Company's issued capital, all of which has been fully paid, amounts to TRY 8,430,000,000 (eight billion four hundred thirty million Turkish Lira), consisting of 843,000,000,000 (eight hundred forty-three billion) shares, each with a nominal value of 1 (one) Kuruş.</p> <p><u>Each of the shares representing the Company's issued capital has a nominal value of 1 (one) Kuruş; of these, 252,900,000,000 (two hundred fifty-two billion nine hundred million) are registered Group A shares, and 590,100,000,000 (five hundred ninety billion one hundred million) are registered Group B shares.</u></p> <p><u>Registered Group A shares are privileged.</u></p> <p><u>Registered Group A shares have privileges including the right to nominate candidates for the election of half of the members of the Board of Directors, the selection of the Chairman and Vice Chairman of the Board of Directors, the appointment of representatives for the broadest possible representation and binding of the Company in all matters and transactions, and 5 (five) voting rights per share at General Assembly meetings. Registered Group</u></p>

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	<p><u>B shares do not have any privileges.</u></p> <p><u>Unless otherwise resolved in capital increases, the proportion of each share group within the issued capital shall be maintained, and Group A shares shall be issued in exchange for Group A shares and Group B shares shall be issued in exchange for Group B shares. In the event that the pre-emptive rights of all existing holders of Group A and Group B shares are restricted, Group B shares shall be issued.</u></p> <p>The Board of Directors is authorized, during the period <u>2026–2030</u>, in accordance with the provisions of the Capital Markets Law, to increase the issued capital by issuing registered or bearer shares up to the registered capital ceiling when deemed necessary, and to resolve on matters such as restricting the pre-emptive rights of shareholders and issuing shares at a premium or below their nominal value. The authority to restrict pre-emptive rights may not be exercised in a manner that leads to inequality among shareholders.</p> <p>The shares representing the capital are monitored in book-entry form within the framework of dematerialization principles.</p>
<p>Board of Directors</p> <p>Article 11- The affairs and management of the Company shall be conducted by the Board of Directors.</p> <p>The Board of Directors shall consist of at least 5 and at most 9 members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law. The number and qualifications of independent members to serve on the Board of Directors shall be determined in accordance with the corporate governance regulations of the Capital Markets Board.</p> <p>The General Assembly shall determine the number of Board members to be elected in a manner that enables the Board of Directors to work efficiently and constructively, to take prompt and rational decisions, and to effectively organize the formation and operation of committees.</p>	<p>Board of Directors</p> <p>Article 11- The affairs and management of the Company shall be conducted by the Board of Directors.</p> <p>The Board of Directors shall consist of at least 5 and at most 9 members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law. <u>In the event that the Board of Directors consists of 5 (five) members, 2 (two) members; if it consists of 6 (six) or 7 (seven) members, 3 (three) members; and if it consists of 8 (eight) or 9 (nine) members, 4 (four) members shall be elected by the General Assembly from among the candidates to be nominated by the holders of Group A shares.</u></p> <p>The number and qualifications of independent members to serve on the Board of Directors shall be determined in accordance with the corporate governance regulations of the Capital Markets Board. <u>The members of the Board of Directors to be elected from among the candidates nominated by the holders of Group A shares shall be selected from among the members other than the independent members.</u></p> <p>The General Assembly shall determine the number of Board members to be elected in a manner that enables the Board of Directors to work efficiently and constructively, to take prompt and rational decisions, and to effectively organize the formation and operation of committees.</p>
<p>Term of the Board of Directors</p> <p>Article 12- Independent members of the Board of Directors shall be elected for a term of one year, while other members of the Board of Directors shall be elected for a term of three years. Members whose term of office has expired may be re-elected. In the event that a membership becomes vacant for any reason, the Board of Directors shall temporarily appoint a person who meets the qualifications set forth in the Turkish Commercial Code, capital markets legislation and this Articles</p>	<p>Term of the Board of Directors</p> <p>Article 12- Independent members of the Board of Directors shall be elected for a term of one year, while other members of the Board of Directors shall be elected for a term of three years. Members whose term of office has expired may be re-elected. In the event that a membership becomes vacant for any reason, the Board of Directors shall temporarily appoint a person who meets the qualifications set forth in the Turkish Commercial Code, capital markets legislation and this Articles of Association,</p>

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of Association, and shall submit such appointment for the approval of the first General Assembly. The member so elected shall complete the remaining term of the replaced member.

The General Assembly may replace members of the Board of Directors at any time if deemed necessary.

and shall submit such appointment for the approval of the first General Assembly. The member so elected shall complete the remaining term of the replaced member. **However, in the event that a member nominated by the holders of Group A shares leaves the Board of Directors for any reason, the holders of Group A shares shall nominate a new candidate for Board membership, and the Board of Directors shall appoint such candidate as a member of the Board of Directors in accordance with Article 363 of the Turkish Commercial Code and submit the appointment for the approval of the next General Assembly.**

The General Assembly may replace members of the Board of Directors at any time if deemed necessary.

Meetings

Article 13- The Board of Directors shall convene at least six times a year, or whenever required by the Company's business, at the Company's headquarters or at another location to be determined by a Board resolution. At its first meeting each year, the Board of Directors shall elect from among its members a Chairman and at least one Vice Chairman to act in his/her absence. The procedures for convening the Board of Directors, meeting and decision quorums, voting, as well as the duties, rights and authorities of the Board of Directors shall be subject to the provisions of the Turkish Commercial Code and the relevant legislation.

Resolutions of the Board of Directors shall be recorded in the resolution book and signed by the Chairman and the members.

The Corporate Governance Principles, compliance with which is made mandatory by the Capital Markets Board, shall be observed. Transactions carried out and Board resolutions adopted without complying with mandatory principles shall be invalid and deemed contrary to the Articles of Association.

In transactions deemed significant within the scope of the Corporate Governance Principles, in the Company's significant related-party transactions, and in transactions regarding the provision of guarantees, pledges, and mortgages in favor of third parties, the regulations of the Capital Markets Board on corporate governance shall be complied with.

The Board of Directors may delegate all or part of its authority to represent and manage the Company to one or more executive members selected from among the Board members other than independent members; the provisions of Article 367 of the Turkish Commercial Code are reserved in this respect.

Provided that none of the members request a meeting, Board resolutions may also be adopted by obtaining the written approval of the majority of the total number of members regarding a written proposal submitted by one of the members in the form of a resolution. It is a condition for the validity of such a resolution that the same proposal has been submitted to all members of the Board of Directors. It is not required that the approvals be on the same document; however, for the validity of the resolution, it is necessary that all documents bearing the approval signatures be affixed to the Board resolution book or converted into a resolution containing the signatures of the approving members and recorded in the

Meetings

Article 13- The Board of Directors shall convene at least six times a year, or whenever required by the Company's business, at the Company's headquarters or at another location to be determined by a Board resolution. The Board of Directors shall, at its first meeting each year, elect a Chairman from among the members elected from among the candidates nominated by the holders of Group A shares, and at least one Vice Chairman to act in his/her absence. The procedures for convening the Board of Directors, meeting and decision quorums, voting, as well as the duties, rights and authorities of the Board of Directors shall be subject to the provisions of the Turkish Commercial Code and the relevant legislation.

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<p>resolution book.</p> <p>The validity of the resolutions is subject to them being put in writing and signed.</p> <p>Members of the Board of Directors may neither vote on behalf of each other nor attend meetings by proxy.</p> <p>In the event of a tie in votes, the matter shall be postponed to the next meeting. If the votes are again equal at the second meeting, the proposal in question shall be deemed rejected.</p>	<p>resolution book.</p> <p>The validity of the resolutions is subject to them being put in writing and signed.</p> <p>Members of the Board of Directors may neither vote on behalf of each other nor attend meetings by proxy.</p> <p>In the event of a tie in votes, the matter shall be postponed to the next meeting. If the votes are again equal at the second meeting, the proposal in question shall be deemed rejected.</p>
<p>Powers of the Board of Directors</p> <p>Article 14- The management of the Company and its representation towards third parties shall belong to the Board of Directors.</p> <p>Except for the management and representation authorities determined by the Board of Directors' resolution regarding the appointment of executive member(s) pursuant to paragraph 5 of Article 13 of the Articles of Association, in order for all documents to be issued and agreements to be executed by the Company to be valid, they must bear the signatures of at least two persons authorized to bind the Company under the Company's trade name.</p> <p>The terms of office of the General Manager, Deputy General Managers, Directors and other Company personnel authorized to sign on behalf of the Company are not limited by the terms of office of the Members of the Board of Directors.</p> <p>The persons authorized to sign on behalf of the Company and the manner in which they shall sign on behalf of the Company shall be determined, registered and announced by the Board of Directors.</p> <p>Except for the non-transferable duties and authorities defined under Article 375 of the Turkish Commercial Code, the Board of Directors is authorized, pursuant to Article 367 of the Turkish Commercial Code, to delegate the management partially or entirely to one or more members of the Board of Directors or to a third party in accordance with an internal directive to be issued by the Board of Directors. Furthermore, the Board of Directors may delegate its authority of representation to one or more executive members or to a third party acting as a manager. It is mandatory that at least one member of the Board of Directors holds the authority of representation.</p> <p>Transactions related to the acquisition, pledge, provision, etc. of the Company's own shares shall be carried out by the Board of Directors. In this regard, the provisions of the Turkish Commercial Code and the relevant legislation shall be complied with.</p>	<p>Powers of the Board of Directors</p> <p>Article 14- The management of the Company and its representation towards third parties shall belong to the Board of Directors.</p> <p><u>For the broadest possible representation and binding of the Company in all matters and transactions, it is necessary and sufficient that the signatures to be affixed individually under the Company's trade name by the members of the Board of Directors who are nominated by the holders of Group A shares and elected by the General Assembly be present.</u></p> <p>Except for the management and representation authorities determined by the Board of Directors' resolution regarding the appointment of executive member(s) pursuant to paragraph 5 of Article 13 of the Articles of Association, in order for all documents to be issued and agreements to be executed by the Company to be valid, they must bear the signatures of at least two persons authorized to bind the Company under the Company's trade name.</p> <p>The terms of office of the General Manager, Deputy General Managers, Directors and other Company personnel authorized to sign on behalf of the Company are not limited by the terms of office of the Members of the Board of Directors.</p> <p>The persons authorized to sign on behalf of the Company and the manner in which they shall sign on behalf of the Company shall be determined, registered and announced by the Board of Directors.</p> <p>Except for the non-transferable duties and authorities defined under Article 375 of the Turkish Commercial Code, the Board of Directors is authorized, pursuant to Article 367 of the Turkish Commercial Code, to delegate the management partially or entirely to one or more members of the Board of Directors or to a third party in accordance with an internal directive to be issued by the Board of Directors. Furthermore, the Board of Directors may delegate its authority of representation to one or more executive members or to a third party acting as a manager. It is mandatory that at least one member of the Board of Directors holds the authority of representation.</p> <p>Transactions related to the acquisition, pledge, provision, etc. of the Company's own shares shall be carried out by the Board of Directors. In this regard, the provisions of the Turkish Commercial Code and the relevant legislation shall be complied with.</p>

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Voting Rights and Form of Representation

Article 22- At Ordinary and Extraordinary General Assembly meetings, ~~shareholders present or their proxies shall exercise their voting rights in proportion to the total nominal value of their shares. Each share grants one voting right.~~ At General Assembly meetings, shareholders may be represented by other shareholders or by proxies appointed from outside. Proxies who are shareholders of the Company are authorized to exercise not only their own votes but also the votes of the shareholders they represent.

The procedures and principles governing the conduct of General Assembly meetings shall be regulated by an internal directive. General Assembly meetings shall be conducted in accordance with the provisions of the Turkish Commercial Code, capital markets legislation and the internal directive.

Participation in General Assembly Meetings by Electronic Means;

Shareholders who have the right to attend the Company's General Assembly meetings may also attend such meetings electronically pursuant to Article 1527 of the Turkish Commercial Code. The Company may establish an electronic general assembly system that will enable shareholders to attend, express opinions, make proposals and vote electronically at General Assembly meetings in accordance with the provisions of the Regulation on General Assembly Meetings to be Held Electronically in Joint Stock Companies, or may procure services from systems established for this purpose.

At all General Assembly meetings, in accordance with this provision of the Articles of Association, it shall be ensured that shareholders and their representatives can exercise their rights specified in the said Regulation through the established system.

The regulations of the Capital Markets Board regarding voting by proxy are reserved.

Voting Rights and Form of Representation

Article 22- At Ordinary and Extraordinary General Assembly meetings, holders of Group A shares shall have 5 (five) voting rights per share, and holders of Group B shares shall have 1 (one) voting right per share. At General Assembly meetings, shareholders may be represented by other shareholders or by proxies appointed from outside. Proxies who are shareholders of the Company are authorized to exercise not only their own votes but also the votes of the shareholders they represent.

The procedures and principles governing the conduct of General Assembly meetings shall be regulated by an internal directive. General Assembly meetings shall be conducted in accordance with the provisions of the Turkish Commercial Code, capital markets legislation and the internal directive.

Participation in General Assembly Meetings by Electronic Means;

Shareholders who have the right to attend the Company's General Assembly meetings may also attend such meetings electronically pursuant to Article 1527 of the Turkish Commercial Code. The Company may establish an electronic general assembly system that will enable shareholders to attend, express opinions, make proposals and vote electronically at General Assembly meetings in accordance with the provisions of the Regulation on General Assembly Meetings to be Held Electronically in Joint Stock Companies, or may procure services from systems established for this purpose.

At all General Assembly meetings, in accordance with this provision of the Articles of Association, it shall be ensured that shareholders and their representatives can exercise their rights specified in the said Regulation through the established system.

The regulations of the Capital Markets Board regarding voting by proxy are reserved.

Transfer of Shares

Article 38- The transfer of the Company's shares shall be carried out in accordance with the Turkish Commercial Code, capital markets legislation and other relevant legislation.

Group B shares that are traded or to be traded on the stock exchange may be freely transferred, and no restrictions may be imposed on the transfer of such shares.

In the event of the transfer of Group A shares to third parties or to real or legal persons who are shareholders of the Company, the relevant shares shall first be offered to the other holders of Group A shares.

The Board of Directors has the right to reject transfers of Group A shares made to persons or legal entities that have the potential to harm the Company's field of activity, business subject or the commercial activities of its subsidiaries or affiliates in terms of economic

independence.

In the event of the transfer of Group A shares, if the transferee does not explicitly declare that it has acquired the shares in its own name and on its own account, or if the financial adequacy of the transferee is doubtful and the requested guarantee has not been provided to the Company, the Company may refuse to approve the transfer.

In such case, the Company may reject the approval request in accordance with Article 493 of the Turkish Commercial Code by proposing to the transferor that the shares subject to the transfer be purchased at their real value at the time of application, on behalf of the Company itself, on behalf of the shareholders other than the transferor, or on behalf of third parties.

If the transferee requests the determination of the real value of the shares, such value shall be calculated based on a valuation method included within the scope of International Valuation Standards, by an independent audit firm selected from among internationally recognized independent audit firms licensed by the Capital Markets Board, excluding the independent audit firm with which the Company has a contractual relationship. The valuation expenses shall be borne by the Company. The provisions of Article 493/5 of the Turkish Commercial Code are reserved.

If the transferee does not reject this price within 1 (one) month from the date on which it learns the real value, it shall be deemed to have accepted the purchase proposal.

Provided that the necessary favorable opinion is obtained from the Capital Markets Board and the necessary permission is obtained from the Ministry of Trade, in order for any of the Group A shares to be converted into shares eligible for trading on the stock exchange for any reason, an amendment to the Articles of Association must be made for the conversion of such shares into Group B shares, and such amendment must be approved by the General Assembly.

B- FINANCIAL RIGHTS PROVIDED TO MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR EXECUTIVES

1. Total Amount of Financial Benefits Provided such as Attendance Fees, Salaries, Bonuses, Premiums and Profit Shares

At the Ordinary General Assembly Meeting held on 23.05.2025; it was resolved that, effective from 23.05.2025 until the date of the next Ordinary General Assembly, independent members of the Board of Directors shall be paid a monthly net fee of TRY 38,500, and that no remuneration shall be paid to other members of the Board of Directors. As in previous periods, personal accident and life insurance are provided to the Members of the Board of Directors.

During the period, no payments of a performance-based incentive nature were made to the Members of the Board of Directors.

During the period, no loans were granted to any Board member or executive, nor were any credits extended under the name of personal loans directly or through a third party, nor were any guarantees such as sureties provided in their favor.

The salaries of the Company's senior executives are determined by the Board of Directors. Within the Company, performance-based additional payments are made to personnel outside the scope, including senior executives.

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C- RESEARCH AND DEVELOPMENT ACTIVITIES

At the HEKTAS Gebze R&D Center:

- 32 projects were carried over from 2025,
- 4 new projects were developed in the first quarter of 2026,
- 36 R&D projects were transferred to the second quarter of 2026,
- Licenses were obtained for 3 new formulations whose R&D activities were completed in the first quarter of 2026,

At the HEKTAS Orhangazi R&D Center:

- R&D activities are ongoing for fruit trees, field crops, berry groups, vineyards, and summer and winter vegetables,
- 5 projects were carried over from 2025,
- 4 new projects were developed in the first quarter of 2026,
- A total of 9 R&D projects were transferred to the second quarter of 2026,

At the HEKTAS Seed – R&D Center:

- 3 projects were carried over from 2025,
- 1 new project was developed in the first quarter of 2026,
- A total of 4 R&D projects were transferred to the second quarter of 2026,
- In the first quarter of 2026, in addition to 35 registered products carried over from 2025, registrations were obtained for 4 additional products.
- A project application was submitted within the scope of TÜBİTAK Poland–Türkiye bilateral cooperation.
- Variety development activities are ongoing within the scope of breeding strategies across different product segments.
- Projects have been initiated to confer ToBRFV resistance to different varieties in tomatoes through the combined use of backcrossing and ovule culture.

At the HEKTAS Ankara Advanced Technology – R&D Center:

- Biotechnological studies prioritizing the use of waste materials as inputs and supporting plant nutrition, plant protection and seed business lines are ongoing,
- 3 projects were carried over from 2025,
- 9 new projects were developed in the first quarter of 2026,
- 12 R&D projects were transferred to the second quarter of 2026,
- Application files for international project calls were prepared,
- Establishment activities were carried out for an R&D Center certified by the Ministry of Industry and Technology (*)

(*) The facility officially obtained R&D Center status on April 20, 2026. The application submitted by HEKTAŞ Ticaret Türk A.Ş. Ankara Advanced Technology Center, operating in Ankara Province, to obtain an R&D Center Certificate within the scope of Law No. 5746 was approved by the Ministry of Industry and Technology with its letter dated April 20, 2026, and it was decided to grant an R&D Center Certificate to our Ankara Advanced Technology Center and to allow the enterprise to benefit from the incentives and exemptions provided under Law No. 5746 in accordance with the periods determined by the legislation. The development was announced to the public on April 21, 2026 through the Public Disclosure Platform (KAP).

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D- COMPANY ACTIVITIES AND SIGNIFICANT DEVELOPMENTS REGARDING ACTIVITIES

1. Investment Activities

Our Company realized an investment expenditure of **TRY 330,224,532** during the first three months of 2026.

2. Internal Control System and Internal Audit Activities

Within the scope of the Corporate Governance Principles published by the Capital Markets Board, the Audit Committee was established as of June 2012 and its working directive was prepared. In line with the Board of Directors' resolution dated 24.07.2012, the Early Detection of Risk Committee was established in order to comply with Article 378 of the Turkish Commercial Code No. 6102, which entered into force on July 1, 2012, and this was announced on KAP through a material disclosure dated 24.07.2012. The directives related to these committees are available on the Company's website.

3. Explanations Regarding Special Audit and Public Audit

The Company's activities are regularly and periodically audited by the Independent External Auditor and Auditors appointed by the General Assembly. The selection of the Independent Audit Firm for the independent audit activities for the year 2026 will be determined by the votes of the shareholders at the Ordinary General Assembly Meeting for the year 2025 to be held in 2026.

4. Legal Matters

a) Lawsuits

There are no significant lawsuits filed against the Company that are currently ongoing.

b) Administrative and Judicial Sanctions

There are no significant administrative sanctions or penalties imposed on the Company or its Members of the Board of Directors due to practices contrary to the provisions of the legislation.

5. General Assemblies

The agenda and invitation letter for the Ordinary General Assembly Meeting for the year 2025, to be held on 07.05.2026, are as follows;

Ordinary General Assembly Meeting for the Year 2025

The Ordinary General Assembly Meeting for the year 2025 will be held on Thursday, May 7, 2026, at 12:00, at the address Gebze OSB Mahallesi 700. Sk. No: 711 / 1 P.K. 41400 Gebze / KOCAELİ, in order to discuss and resolve the matters written in the agenda specified below. (*)

Pursuant to Article 30 of the Capital Markets Law, the list of attendees is prepared by our Company's Board of Directors based on the list of shareholders obtained from Merkezi Kayıt Kuruluşu A.Ş. (MKK), and only the shareholders whose names are included in this list may attend the General Assembly. In accordance with Article 415 of the Turkish Commercial Code, shareholders whose names are included in the list of attendees prepared by the Board of Directors may attend the General Assembly meeting. In the preparation of the list of attendees, the "List of Shareholders" obtained from the Merkezi Kayıt Kuruluşu is taken as the basis for shares monitored in book-entry form. Shareholders whose names are included in this list may attend our Company's Ordinary General Assembly Meeting physically by presenting identification.

Shareholders who wish to attend the General Assembly Meeting electronically in person or through their representatives pursuant to Article 1527 of the Turkish Commercial Code are required to notify their preference through the MKK system via the Electronic General Assembly System (EGKS). In the event that a representative attends the General Assembly Meeting on behalf of a shareholder, it is mandatory to record the identity information of the representative in the Electronic General Assembly System (EGKS). In cases where the representative will attend the meeting physically, authorization may also be carried out in this manner.

Shareholders of our Company may attend the Ordinary General Assembly Meeting either in person, physically or electronically, or through their representatives. Participation in General Assembly meetings electronically, appointment of representatives, submission of proposals, expression of opinions and voting shall be carried out through the Electronic General Assembly System (EGKS) provided by Merkezi Kayıt Kuruluşu A.Ş. (MKK). Participation in the General Assembly electronically is possible only through the secure electronic signatures of shareholders or their representatives. Therefore,

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shareholders who will carry out transactions through the Electronic General Assembly System (EGKS) must first register with the Merkezi Kayıt Kuruluşu A.Ş. (MKK) e-MKK Information Portal and record their contact information, and must also possess a secure electronic signature. Shareholders or their representatives who are not registered with the e-MKK Information Portal and do not have a secure electronic signature will not be able to attend the General Assembly meeting electronically through EGKS.

Shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated August 28, 2012 and numbered 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies" published in the Official Gazette dated August 29, 2012 and numbered 28396. Otherwise, it will not be possible for them to attend the meeting. Detailed information regarding EGKS can be accessed at www.mkk.com.tr.

In accordance with the Corporate Governance Principles and Communiqués of the Capital Markets Board, with respect to the matters to be discussed at our Company's Ordinary General Assembly Meeting; the General Assembly Meeting agenda, the statement of financial position for the year 2025, the statement of profit or loss, the profit distribution proposal of the Board of Directors, the Board of Directors' Activity Report, the Independent Audit Report, and the résumés of the independent Board member nominees will be made available for the review of our shareholders at least three weeks prior to the meeting date at the Company's Head Office located at Gebze OSB Mahallesi 700. Sk. No: 711 / 1 P.K. 41400 Gebze / KOCAELİ, on our Company's website at www.hektas.com.tr, and on KAP.

Shareholders who will not be able to attend the meeting physically or electronically in person and who will participate through a proxy must issue their powers of attorney in accordance with the sample below or obtain the proxy form from our Company's Head Office or from our Company's website at www.hektas.com.tr, and, by fulfilling the requirements set forth in the Capital Markets Board's Communiqué No. II-30.1 on "Voting by Proxy and Proxy Solicitation", must submit their notarized powers of attorney or powers of attorney to which they will attach a signature declaration issued before a notary. A proxy appointed electronically through the Electronic General Assembly System is not required to submit a physical power of attorney document.

Powers of attorney that are not in compliance with the sample included in the "General Assembly Invitation Announcement" as required by the Communiqué will not be accepted under any circumstances due to our legal responsibility.

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code and paragraph 1 of Article 30 of the Capital Markets Law, the right to attend and vote at the General Assembly shall not be subject to the deposit of share certificates. Within this framework, shareholders are not required to block their shares in order to attend the General Assembly Meeting. However, shareholders who do not wish their identity and information regarding the shares in their accounts to be disclosed to our Company, and therefore whose information is not visible to our Company, must, if they wish to attend the General Assembly Meeting, apply to the intermediary institutions where their accounts are held and ensure that the "restriction" preventing the disclosure of their identity and shareholding information to our Company is lifted no later than 16:30 on the day before the General Assembly Meeting. At the Ordinary General Assembly Meeting, without prejudice to the provisions regarding electronic voting, an open voting method by show of hands shall be used for voting on the agenda items.

At the General Assembly Meeting to be held physically;

- Real person shareholders may attend by presenting their identification,
- Legal entity shareholders may attend by presenting the identification documents of the persons authorized to represent and bind the legal entity together with their authorization documents,
- Representatives of real and legal persons may attend by presenting their identification documents and representation documents,
- Representatives authorized through the Electronic General Assembly System may attend by presenting their identification and signing the list of attendees.

Our shareholders who will attend the General Assembly electronically through the Electronic General Assembly System may obtain information on the procedures and principles regarding participation, appointment of representatives, submission of proposals, expression of opinions and voting from the website of the Merkezi Kayıt Kuruluşu at <https://www.mkk.com.tr>.

Pursuant to Article 29 of the Capital Markets Law No. 6362, no separate registered letter will be sent to our shareholders for the invitation to the General Assembly Meeting.

Our esteemed shareholders are kindly requested to attend the meeting either in person or through their proxies.

Respectfully announced to our valued shareholders.

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

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AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025 OF HEKTAŞ TİCARET T.A.Ş.

- 1.** Opening, establishment of the Meeting Presidency and moment of silence,
- 2.** Authorization of the Meeting Presidency for the signing of the General Assembly meeting minutes and other documents,
- 3.** Reading, discussion and submission for approval of the "Board of Directors Activity Report" for the 2025 fiscal period,
- 4.** Reading of the summary of the "Independent Audit Report" for the 2025 fiscal period,
- 5.** Reading, discussion and submission for approval of the Statement of Financial Position and Profit and Loss Accounts for the 2025 fiscal period separately,
- 6.** Discussion and resolution of the release of the Members of the Board of Directors for the 2025 fiscal period,
- 7.** Discussion and submission for approval of the Board of Directors' proposal regarding profit distribution for the 2025 fiscal period,
- 8.** Determination of the number of Members of the Board of Directors, election of the Members of the Board of Directors and determination of their terms of office in accordance with the relevant legislation,
- 9.** Determination of the remuneration of the Members of the Board of Directors,
- 10.** Granting permission to the Members of the Board of Directors to carry out the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,
- 11.** Discussion and resolution of the proposal of the Board of Directors regarding the selection of the independent audit firm for the audit of the Company's accounts and transactions for the year 2026 in accordance with the Turkish Commercial Code and the Capital Markets Law,
- 12.** Discussion, submission to vote and resolution of the proposal of the Board of Directors regarding the selection of the sustainability auditor for the assurance audit of the TSRS-compliant Sustainability Reports for the years 2024 and 2025,
- 13.** Reading, discussion, submission for approval and resolution of the TSRS-compliant Sustainability Report for the 2024 fiscal period that has undergone assurance audit,
- 14.** Discussion, submission to vote and resolution of the proposal of the Board of Directors regarding the selection of the sustainability auditor for the assurance audit of the TSRS-compliant Sustainability Report for the year 2026,
- 15.** Providing information on the guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained therefrom,
- 16.** Providing information on the donations and aids made in 2025 and resolving on the donation limit for the fiscal period 01.01.2026–31.12.2026,
- 17.** Discussion of the amendment to Article 7 titled "Capital" of the Articles of Association as specified in "Annex 1", regarding the increase of the Company's registered capital ceiling from TRY 8,500,000,000 to TRY 25,000,000,000 to be valid for the period 2026–2030, in its form approved by the Capital Markets Board,
- 18.** Closing.

6. Donations Made and Corporate Social Responsibility Projects

No donations were made by the Company to any institution or organization during the first three-month period of 2026.

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E- FINANCIAL POSITION

1. Summary of Financial Statements

The financial statements have been prepared in accordance with the Capital Markets Board's Communiqué No. II-14.1 on Principles of Financial Reporting. The financial statements as of 31.03.2026 and 31.03.2025 (consolidated) have not been audited, while the financial statements as of 31.12.2025 (consolidated) have been independently audited.

Summary Balance Sheet (TRY)

(TRY)	31.03.2026	31.12.2025(*)
Current Assets	7,247,406,530	6,802,857,678
Non-Current Assets	23,408,523,838	23,710,400,822
Total Assets	30,655,930,368	30,513,258,500
Short-Term Liabilities	12,435,798,924	12,858,466,722
Long-Term Liabilities	2,237,031,906	2,387,851,913
Equity	15,983,099,538	15,266,939,865
Total Liabilities and Equity	30,655,930,368	30,513,258,500

Summary Income Statement (TRY)

(TRY)	31.03.2026	31.03.2025(*)
Revenue	2,221,631,265	2,733,698,774
Gross Profit/Loss	368,773,274	(56,849,768)
Operating Profit/Loss	(294,712,794)	(666,419,902)
Net Profit/Loss for the Period	(257,856,860)	(756,553,963)
EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization)	46,577,907	(355,127,475)

(*) The Turkish Lira ("TL") is presented in TL based on purchasing power as of March 31, 2026

Our Company prepares its budget each year within the framework of its strategic objectives, and the prepared company budget is approved by the Board of Directors.

At the regularly held Board of Directors meetings, the current status of the Company is reviewed, and the Company's activities are compared with the previous period and the budget targets.

2. Key Operational Indicators and Financial Ratios

Financial Indicators	31.03.2026	31.03.2025
Gross Profit Margin	16.60%	-2.08%
Operating Profit Margin	-13.27%	-24.38%
Net Profit Margin	-11.61%	-27.68%
EBITDA Margin(*)	2.10%	-12.99%

(*) EBITDA Margin: Calculated using the formula $(\text{Operating Profit} + \text{Depreciation} - \text{Interest Income} + \text{Interest Expense}) / \text{Net Sales}$.

3. Financial Strength

It has been determined, within the framework of the calculation made by taking into account the ratios specified under Article 376 of the Turkish Commercial Code, that the Company's capital has not become impaired.

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4. Development of Financing Resources and the Policies Implemented by the Company within the Framework of This Development

Due to its activities, the Company is exposed to market risk (exchange rate risk and price risk), credit risk and liquidity risk. While managing liquidity and credit risks, the Company regularly reviews its relationships with financially strong institutions in the market that offer low funding costs. The Company's risk management program generally focuses on minimizing the potential adverse effects of uncertainties in financial markets on the Company's financial performance. The Company uses derivative instruments in order to hedge against financial risks. In order to regulate cash flow and reduce collection risk, products related to cash management solutions provided by banks are utilized.

Nature and Amount of Issued Capital Market Instruments

The Company has applied for an issuance ceiling for debt instruments;

In order to meet the Company's financing needs, the application made to the Capital Markets Board on 25.03.2026 regarding the issuance of bonds/commercial papers in Turkish Lira with an issuance ceiling amounting to TRY 15,000,000,000, to be issued domestically without public offering, through private placement and/or sale to qualified investors, was approved by the Capital Markets Board on 02.04.2026, and the Application Form and the approved Issuance Certificate were announced to the public through KAP on 06/04/2026.

The Company did not issue any debt instruments during the first three months.

5. Dividend Distribution

Our Dividend Distribution Policy, determined at the Ordinary General Assembly Meeting for the year 2014 held on 27.03.2015, is as follows:

"The Company has adopted, in principle, a policy of distributing the entire distributable net profit for the period in cash, to the extent permitted by the applicable legislation and the provisions of the Company's Articles of Association, as well as by financial leverage ratios, investment/financing needs, market forecasts and the expected future free cash flow generation. The dividend distribution policy is reviewed annually by the Board of Directors in line with national and global economic conditions, the projects on the Company's agenda and the status of its funds.

The dividend shall be paid, upon authorization being granted to the Board of Directors at the General Assembly meeting where the distribution is resolved, in equal or different installments within the framework of the legislation, by no later than December 15 of the relevant calendar year.

The General Assembly is authorized to distribute dividend advances within the framework of the relevant legislation.

Dividend distribution is carried out within the legal time limits."

The decision regarding the profit distribution for the Company's 2025 fiscal year will be taken at the Ordinary General Assembly Meeting for the year 2025 to be held in 2026.

6. Information on the Sector in Which the Company Operates

Agricultural Production Data:

According to data from the Turkish Statistical Institute (TÜİK); in the Agricultural Producer Price Index (2015=100), in March 2026, there was an increase of 3.85% compared to the previous month, 12.88% compared to December of the previous year, 36.09% compared to the same month (March) of the previous year, and 39.25% according to twelve-month averages.

Compared to the previous month, in sectors; there was an increase of 4.06% in agriculture and hunting products and related services, an increase of 1.79% in forestry products and related services, and a decrease of 0.10% in fish and other fishery products, aquaculture, and supporting services for fishing. In the main groups compared to the previous month; there was an increase of 12.21% in annual (non-perennial) crop products, a decrease of 7.34% in perennial crop products, and an increase of 3.30% in live animals and animal products.

Growth in Agriculture:

Gross Domestic Product (GDP) increased by 3.6% in 2025.

According to the data shared by TÜİK, the annual GDP obtained as the sum of four quarters according to the production method increased by 3.6% in 2025 compared to the previous year, based on the chained volume index (2009=100). GDP

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at current prices, calculated according to the production method, increased by 41.3% in 2025 compared to the previous year, reaching TRY 63 trillion 20 billion 906 million.

When the activities constituting GDP are analyzed; in 2025, compared to the previous year, based on the chained volume index, total value added increased by 10.8% in the construction sector, 8.0% in information and communication activities, 6.9% in taxes on products minus subsidies, 4.6% in trade, transportation, accommodation and food service activities, 4.3% in other service activities, 4.0% in professional, administrative and support service activities, 3.8% in financial and insurance activities, 2.9% in industry, 2.7% in real estate activities, and 1.0% in public administration, education, human health and social service activities. The agricultural sector, however, decreased by 8.8%.

Agricultural Products Exports:

According to the general trade system, exports increased by 12.7% and imports by 10.7% in December.

According to provisional foreign trade data produced within the scope of the general trade system in cooperation with the Turkish Statistical Institute and the Ministry of Trade; exports increased by 12.7% in December 2025 compared to the same month of the previous year, reaching USD 26 billion 373 million, while imports increased by 10.7%, reaching USD 35 billion 674 million.

In the January–December period, exports increased by 4.4% and imports by 6.2%.

According to the general trade system, exports increased by 4.4% in the January–December period of 2025 compared to the same period of the previous year, reaching USD 273 billion 361 million, while imports increased by 6.2%, reaching USD 365 billion 370 million.

According to the data compiled from the Türkiye Food and Beverage Industry Associations Federation (TGDF) Data Panel, prepared based on the Foreign Trade Data of the Turkish Statistical Institute (TÜİK); in the first three months of 2026, exports of Türkiye's agriculture, food and beverage sector decreased by 1.46% compared to the same period of the previous year, declining from USD 7.22 billion to USD 7.11 billion. During the same period, imports increased by 19.48%, rising from USD 4.87 billion to USD 5.82 billion. Thus, in the first three months of the year, the agriculture, food and beverage sector recorded a foreign trade surplus of USD 1.29 billion. The unit export value increased by 2.26%, reaching USD 1,266 per ton. Monthly exports increased by 2.62% compared to the same period of the previous year, rising from USD 2.35 billion to USD 2.42 billion.

Subsidies:

According to the bulletin published by the General Directorate of Agricultural Reform, it was stated that TRY 158.55 billion in subsidies were distributed in 2025. It was reported that 74.1% of the subsidy budget was allocated to crop production, 17.7% to animal production, 6.6% to rural development, 1.4% to agricultural R&D, and 0.2% to aquaculture production support.

In the fourth quarter of 2025, within the scope of supporting crop production, the highest payments were made for agricultural frost, crop insurance and the use of certified seeds; within the scope of supporting animal production, for raw milk, compensation for animal diseases, silkworm and mohair production; within the scope of aquaculture production support, for small-scale fisheries; within the scope of agricultural R&D, for animal genetic resources; and within the scope of supporting rural development, for rural development investments, IPARD national co-financing, individual irrigation systems, and agricultural extension and consultancy services.

Developments in Agriculture:

In Türkiye, despite the risks created by frost and drought in 2025, investments in water management, digital agriculture practices and subsidies came to the forefront, while applications such as QR code requirements and irrigation modernization accelerated agricultural transformation.

The expansion of the scope and impact of agricultural support policies is among the significant developments. The Ministry of Agriculture and Forestry has continued support payments regularly for different sub-sectors, primarily crop production, livestock and aquaculture; practices aimed particularly at supporting small producers and rural areas have been prioritized.

The Decision on Rural Development Supports was published in the Official Gazette. Grant rates were increased up to 70%.

Within the scope of the B Prescription System, whose pilot implementation has been initiated, field visits and information meetings were organized in various provinces of Türkiye by the Plant Protection Products Department.

Within the scope of the Regulation on the Licensing of Plant Protection Products, a meeting was held in February 2026 by the Plant Protection Products Department in order to evaluate issues related to the development of resistance in herbicides licensed and currently used against weeds in paddy fields.

The Reliable Food Mobile Application was launched.

It was announced that infrastructure works with a cost of TRY 409 million were completed in the İzmir Bayındır Greenhouse Organized Agricultural Zone (OTB).

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Within the scope of the IPARD III Program 7th Call for Applications, it was announced that grants amounting to TRY 1.7 billion would be provided to 214 projects.

It was announced that Istanbul will host the International Water Forum this year and the 20th World Water Congress next year.

7. The Company's Position Within the Sector

HEKTAŞ has maintained its leading position in the agricultural chemicals sector with its performance in the first three months of 2026. In addition, the Company also ranks among the leading firms in the organomineral fertilizer category within the plant nutrition sector. Within the scope of breeding activities carried out under HEKTAŞ Tohumculuk, which operates in the seed sector, new vegetable and wheat seeds continue to be registered. With the activities carried out in the first quarter of the year, the total number of registered seeds has reached 39. Seed sales continue in cotton, tomato and pepper product varieties.

8. Development of the Company

Within the scope of the revision of fire extinguishing systems at the Organomineral Fertilizer Production Facility located in Seyhan district of Adana province, the tender for firefighting equipment has been completed, and installations will be completed as of the second quarter of 2026.

At the HEKTAŞ "Plant Protection Products" production facility located in Gebze district of Kocaeli province, the installation of fire detection and extinguishing systems has been initiated in the Herbicide Form Production area, and the system will be commissioned as of 2027.

At the HEKTAŞ "Plant Protection Products" production facility located in Gebze district of Kocaeli province, a steam boiler with a capacity of 6 t/h that had been in use for 30 years has been decommissioned and replaced with a new 6 t/h steam boiler, and a new heating center has been established.

Within the scope of the modernization, automation and robotic systems project initiated at the HEKTAŞ "Plant Protection Products" production facility located in Gebze district of Kocaeli province, the final phase of the project, namely the "Herbicide Liquid Form Production Facility," will be completed by the end of 2026 in line with the project schedule.

9. Products

<u>Plant Protection Products</u>	<u>Plant Nutrition Products</u>	<u>Seeds</u>
Fungicides	Smart Base Fertilizers	Tomato Seeds
Herbicides	Organic Coated Fertilizers	Pepper Seeds
Acaricides	Foliar Fertilizers	Cucumber Seeds
Insecticides	Straight Fertilizers	Eggplant Seeds
Fumigants and Nematicides	Organomineral Fertilizers	Cotton Seeds
Harvest Aids & Plant Growth Regulators	Drip Irrigation	Barley Seeds
Winter Control Products and Summer Oils	Specialty Products	Wheat Seeds
Spreaders-Adjuvants	Biological Preparations	Melon Seeds
Pheromones	Others	Zucchini Seeds
Biological Products		Pea Seeds
		Corn Seeds
		Sunflower Seeds

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10. Capacity Utilization Rates

Capacity Utilization Rates for the First Quarter of 2026

Gebze (Plant Protection) production facility achieved a capacity utilization rate of **72%** in the first quarter of 2026. For 2026, the annual production capacity of the HEKTAŞ Gebze Production Facility is **21,910** tons.

Niğde (Plant Protection) production facility achieved a capacity utilization rate of **80%** in the first quarter of 2026. For 2026, the annual production capacity of the FERBİS Niğde Production Facility is **12,452** tons.

Adana (Organomineral Fertilizer) production facility achieved a capacity utilization rate of **42%** in the first quarter of 2026. For 2026, the annual production capacity of the Adana Organomineral Fertilizer Production Facility is **99,000** tons.

Ankara (Liquid & Microbial Fertilizer) production facility achieved a capacity utilization rate of **13%** in the first quarter of 2026. For 2026, the annual production capacity of the Ankara Liquid & Microbial Fertilizer Production Facility is **5,130** tons.

11. Production (Quantity)

Production Quantities for the First Quarter of 2026

At the **Gebze (Plant Protection)** production facility, plant protection products are manufactured in technical material, liquid form, herbicide liquid form and powder form varieties. As of the first quarter of 2026, the total production amount realized is **3,965,873** kg.

At the **Niğde (Plant Protection)** production facility, plant protection products are manufactured in technical material, liquid form, herbicide liquid form and powder form varieties. As of the first quarter of 2026, the total production amount realized is **2,500,499** kg.

At the **Adana (Organomineral Fertilizer)** production facility, organomineral fertilizer is produced. As of the first quarter of 2026, the total production amount realized is **10,383,000** kg.

At the **Ankara (Liquid & Microbial Fertilizer)** production facility, liquid fertilizer is produced. As of the first quarter of 2026, the total production amount realized is **164,926** kg.

12. Developments in Sales

When the Company's sales for the first three months are analyzed, it is observed that there has been an approximate decrease of 19% in sales compared to the same period of 2025. Developments in sales on a business line basis are as follows;

In the Plant Protection Business Line:

In the first quarter of 2026, Hektaş adopted a sales approach that provides flexibility in pricing and maturity structure in order to adapt to competitive market conditions in the plant protection business line. In parallel with the low-price and long-term sales strategies of competitor companies, average sales maturities increased compared to the same period of the previous year.

According to regional sales analyses in the first three months of the year, the highest sales figures were achieved in the Central Anatolia and Southeastern Anatolia regions, while the lowest sales performance was recorded in the Mediterranean and Aegean regions. When evaluated on the basis of product groups, herbicide and fungicide groups stood out as the leading product segments in terms of sales volume.

During the first quarter, high credit interest rates and difficulties in accessing financing, aggressive pricing and maturity conditions of competitor companies, disease and pest intensity, and climatic conditions were decisive factors in the purchasing decisions of dealers and farmers. Following the dry weather conditions in January, increasing precipitation from February onwards and flood events in some regions affected the course of agricultural activities and led to changes in product usage timing. Due to the prevailing economic conditions, collection risks increased across the sector. These developments have further increased the importance of risk management, financial discipline and sustainable commercial structures across the sector.

Since the second half of March, geopolitical developments at the global level have led to price increases in active substance supply processes and extensions in delivery times; this situation is being closely monitored across the sector in terms of cost

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and supply planning. On the other hand, within the scope of the B-Prescription system planned to be implemented, it is observed that operational adaptation processes in the dealer and farmer channels are being closely monitored in the sector.

In the Plant Nutrition Business Line:

In the first quarter of 2026, Hektaş carried out sales in the plant nutrition business line in straight fertilizer groups and solid fertilizers through cash sales and installment payments via credit cards, with short maturities. In line with the low-price and long-term sales strategies of competitor companies, sales were realized without extending maturities.

According to regional sales analyses in the first three months of the year, the highest sales figures were achieved in the Marmara and Southeastern Anatolia regions, while the lowest sales performance was recorded in the Central Anatolia and Aegean regions. When evaluated on the basis of product groups, Yara and OMG groups stood out as the leading product segments in terms of sales volume.

Since the second half of March, global geopolitical developments have led to increases in fertilizer prices and extensions in delivery times; these developments in the sector are closely monitored in terms of cost and supply.

HEKTAŞ aims to maintain its sustainable growth approach in both the plant protection and plant nutrition business lines by acting with market-sensitive, customer- and risk-oriented strategies throughout the rest of the year.

In the Seed Business Line:

When vegetable seeds and industrial crops are evaluated, in the first three months of 2026, our sales followed a challenging course due to the limited performance of cotton varieties in 2025, the shift of producers toward intensive cereal planting in 2025 due to drought conditions, and the contraction of cotton cultivation areas; nevertheless, sales in both groups continued as planned.

In the first three months of 2026, within the Vegetable Seeds group, sales were realized in tomato, pepper and cucumber seeds. Within the Industrial Crops group, the Volkan variety stood out in terms of sales figures.

In the first three months of 2026, increases and decreases in sales varied both regionally and on a product group basis. Sales increases were observed in the highland regions known as Elmalı and Söğüt, particularly in the Vegetable Seeds group with Fiyonk cocktail tomato, Güçhan zucchini rootstock and Kuvars cucumber variety. In the Industrial Crops group, cotton sales in the Aegean Region remained at lower levels compared to the GAP Region due to the drought-related performance of 2025 varieties.

Among the main factors positively affecting sales in the Industrial Crops group in the first three months of 2026 were the competitive approach adopted and new sales channels gained in the GAP Region through campaigns. In the Vegetable Seeds group, the competitive approach and new distributorships were also evaluated among the factors positively affecting sales. These factors contributed to increased sales and strengthened market share in certain regions.

The main factor negatively affecting our sales in the first three months of 2026 is considered to be the decline in cotton cultivation areas.

In order to cope with negative factors in the first three months of 2026, it was decided to conduct trials of new vegetable seed varieties and monitor their performance, particularly within the Vegetable Seeds group. In addition, strategies were implemented in the Industrial Crops group to increase sales by focusing on new customer groups and regions. Licensing agreements for cotton varieties that were put into trials in 2025 were completed, and regional production and demonstration activities were planned. These varieties are expected to contribute to our Company in the coming seasons in terms of increased sales figures and market share gains.

The significant rainfall during the winter period has positively contributed to the levels of dams and groundwater, effectively eliminating limiting factors such as drought and water scarcity for the next 2–3 years.

In the first three months of 2026, no difficulties were encountered in product supply and logistics processes in the Vegetable Seeds and Industrial Crops groups. All supply and logistics operations were carried out smoothly.

In International Sales:

In the first quarter of 2026, the season in export markets gained momentum with the start of February. However, increasing political tensions in the region and the ongoing war environment during the beginning of the season significantly reduced customers' purchasing appetite. During this period, our business partners adopted a more cautious approach by shifting to a demand-based ordering model instead of maintaining high inventory levels. The significant slowdown in commercial

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processes in certain countries, particularly in the Middle East, caused the order flow to remain below expected levels. Despite all these challenges, when evaluated on a product basis, demand for plant protection products gradually increased with the start of the season. However, due to uncertainties in the market, orders were placed in smaller batches and at more frequent intervals.

Disruptions in maritime transportation and issues arising in insurance processes led to significant changes in logistics operations. In this context, road transportation emerged as a more reliable alternative, and shipment planning was reshaped accordingly.

By the end of the quarter, price adjustments were made in line with increases in energy costs. As a Company, in order to rapidly adapt to changing market conditions, close communication with customers was maintained, and logistics and pricing strategies were managed dynamically.

In the remainder of the year, geopolitical developments and fluctuations in cost factors will continue to be closely monitored, and actions will be taken to ensure sustainable export performance. At the same time, efforts are focused on process improvements that will enable faster and more flexible responses to customer demands in order to adapt to increasing competition and changing demand dynamics.

13. Sales (Quantity)

In the first quarter of 2026, the sales volume of products in the plant protection and plant nutrition business lines amounted to **22,857.80 kg**, while in the seed business line, sales volumes were **7,850 kg** for open field seeds and **19,356 kg** for vegetable trial sales.

It is planned that our Company will reach the targeted sales volumes by the end of the year

14. Incentives

During the relevant period, our Company benefited from the Investment Incentive Certificates it had obtained. The incentives utilized by the Company are as follows;

SSI Incentive:

Through this incentive, the Company benefits from a discount on Social Security Institution (SSI) premiums. The reductions provided by this incentive, from which both our manufacturing and non-manufacturing operations benefit, create cost advantages for the Company in terms of employee expenses.

Tax Incentive – Investment Incentive Certificate:

The Investment Incentive Certificate is a document issued to enable beneficiaries to take advantage of the incentives offered by the Investment Incentive System, provided that the investment meets the specified minimum requirements. Through this certificate, the Company benefits from government support in the form of tax reductions, VAT exemptions and customs duty exemptions related to its investments, thereby reducing investment costs.

R&D Deduction:

In the Corporate Tax Law, R&D and R&D deduction are defined as "research and development expenditures carried out exclusively for the search of new technologies and knowledge within the enterprise." Expenditures made for R&D activities are deducted from Corporate Tax within the ratios specified by the legislation. In this way, a cost-reducing effect is achieved for expenditures made for activities such as the development of new production methods, process improvement, and the research of new techniques that enhance product quality and performance while reducing costs.

F - RISKS AND THE BOARD OF DIRECTORS' ASSESSMENT

1. Risk Management Policy

Within the scope of the Corporate Governance Principles published by the Capital Markets Board, the Audit Committee was established as of June 2012 and its working directive was prepared. In line with the Board of Directors' resolution dated 24.07.2012, the Early Detection of Risk Committee was established in order to comply with Article 378 of the Turkish Commercial Code No. 6102, which entered into force on July 1, 2012, and this was announced on KAP through a material disclosure dated 24.07.2012. The directives related to these committees are available on the Company's website.

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2. Forward-Looking Risks

Potential risks that the Company may face in the future are regularly analyzed by the Board of Directors through the Early Detection of Risk Committee. As a result of the evaluations made as of the reporting period, no risks that would affect the Company's future operations are foreseen.

G- OTHER MATTERS

1. Off-Site Organizations

a. a. Our Production Facilities

- *Hektaş Head Office and Plant Protection Products Production Facility (GEBZE)*
- *Hektaş OMG Production Facility (ADANA)*
- *Hektaş Ankara Advanced Technology Center Liquid Fertilizer Production Facility (ANKARA)*
- *Ferbis Plant Protection Products Production Facility (NİĞDE)*
- *Hektaş Asia LLC Plant Protection Products Production Facility (UZBEKISTAN/TAŞKENT)*

b. Our Regional Directorates and Other Centers

- We have 6 Regional Directorates, namely Çukurova, Central Anatolia, Mediterranean, Marmara, Aegean and GAP, and our "HEKTAŞ F.A.R.M" Center located in the Orhangazi district of Bursa province.

c. Our R&D Centers

- *Hektaş Head Office and Plant Protection Products Production Facility (GEBZE)*
- *Hektaş Orhangazi Branch (BURSA)*
- *Hektaş Ankara Advanced Technology Center Liquid Fertilizer Production Facility (ANKARA) (*)*

(*)The application submitted by HEKTAŞ Ticaret Türk A.Ş. Ankara Advanced Technology Center, operating in Ankara Province, to obtain an R&D Center Certificate within the scope of Law No. 5746 was approved by the Ministry of Industry and Technology with its letter dated 20.04.2026, and it was decided to grant an R&D Center Certificate to our Ankara Advanced Technology Center and to allow the enterprise to benefit from the incentives and exemptions provided under Law No. 5746 in accordance with the periods determined by the legislation. The development was announced to the public on 21.04.2026 through the Public Disclosure Platform (KAP).

2. Information on Legislative Amendments That May Significantly Affect the Company's Activities

There are no changes in legislation such as incentives, taxation, etc. that would significantly affect the Company's financial statements.

3. There is information on Conflicts of Interest Between the Company and the Institutions from Which It Receives Services such as Investment Consultancy and Rating, and the Measures Taken by the Company to Prevent Such Conflicts of Interest

4. Information on Employees' Social Rights, Professional Training, and Other Company Activities That Lead to Social and Environmental Outcomes

In our Company, employees are provided with social benefits such as health insurance, company-contributed private pension, education assistance, death benefit, marriage allowance and birth allowance. In addition, within the framework of annual training programs, training programs aimed at enhancing their professional development are implemented. By closely monitoring the latest developments related to human health, environmental protection and operational safety, priority is also given to the development of environmentally friendly technologies in order to minimize potential adverse effects on the environment and society.

5. Information Required to be Submitted to Shareholders Regarding Related Party Transactions and Balances

Information regarding transactions carried out with related parties by our Company is included in Note 19 of our financial statements dated 31.03.2026.

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6. Information to Stakeholders

Information regarding our Company's Investor Relations Department is provided below.

NAME SURNAME	TITLE	LICENSE	E-MAIL	TELEPHONE
Murat KILIÇ	Finance Director – Head of Investor Relations Department	CMB Level 3 License, Corporate Governance Rating License	yatirimciiliskileri@hektas.com.tr investorrelations@hektas.com.tr	+90 262 888 19 56
Füsun DÖNERTAŞ	Investor Relations Department Officer	CMB Level 3 License, Corporate Governance Rating License	yatirimciiliskileri@hektas.com.tr investorrelations@hektas.com.tr	+90 262 888 19 56

Events Occurred During the Period:

Notification Regarding Registered Capital Ceiling Transactions

At the meeting of our Board of Directors dated January 6, 2026; it was resolved to increase the Company's registered capital ceiling from TRY 8,500,000,000 to TRY 25,000,000,000, to extend the validity period until the end of 2027 to the end of 2030, and accordingly to amend Article 7 titled "Capital" of our Company's Articles of Association.

For this purpose; it was decided to obtain the necessary approvals from the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye, and following the receipt of such approvals, to submit the amendments for the approval of shareholders at the first General Assembly meeting to be held, and to authorize the General Directorate to carry out the necessary procedures in this regard. The decision taken was announced to the public on 06/01/2026 through KAP (Public Disclosure Platform).

Registered Capital Ceiling Increase and Extension of Period – Application to and Approval by the CMB

An application was made to the Capital Markets Board on 09.01.2026 for the amendment of Article 7 titled "Capital" of our Company's Articles of Association in relation to the increase of the registered capital ceiling and the extension of its validity period. The development regarding the process was announced to the public on January 9, 2026, through the Public Disclosure Platform (KAP). The application was approved by the Capital Markets Board of the Republic of Türkiye with its letter dated 13/01/2026 and numbered E-29833736-110.04.04-84318, and was also approved by the Ministry of Trade of the Republic of Türkiye with its decision dated 04/02/2026 and numbered E-50035491-431.02-00118632159. The approved version of the amendment text to the Articles of Association will be submitted for the approval of the shareholders at the Ordinary General Assembly Meeting for the year 2025. The development regarding the process was announced to the public on February 5, 2026, through the Public Disclosure Platform (KAP).

Amendment of the Articles of Association

An application was made to the Capital Markets Board on 09.01.2026 for the amendment of Article 7 titled "Capital" of our Company's Articles of Association in relation to the increase of the registered capital ceiling and the extension of its validity period. The development regarding the process was announced to the public on January 9, 2026, through the Public Disclosure Platform (KAP). The application made was deemed appropriate by the Capital Markets Board of the Republic of Türkiye with its letter dated January 13, 2026 and numbered E-29833736-110.04.04-84318, and was also approved by the Ministry of Trade of the Republic of Türkiye with its decision dated February 4, 2026 and numbered E-50035491-431.02-00118632159. The approved version of the amendment text to the Articles of Association will be submitted for the approval of the shareholders at the Ordinary General Assembly Meeting for the year 2025. The development regarding the process was announced to the public on February 5, 2026, through the Public Disclosure Platform (KAP).

Regarding Hektaş Asia LLC Capital Increase and New Partnership

As previously announced to the public on 12.09.2025 and 23.10.2025, it was stated that partnership negotiations had commenced regarding the ongoing investments of Hektaş Asia LLC, our subsidiary located in Uzbekistan. As also indicated in our KAP disclosure dated 23.10.2025, as a result of the partnership negotiations conducted between our Company and Uzbek-Oman Investment Company JV LLC concerning the ongoing investments of Hektaş Asia LLC, our wholly owned subsidiary with fully paid capital, it was decided to admit Uzbek-Oman Investment Company JV LLC as a shareholder in Hektaş Asia LLC with a 33.3% stake in return for USD 24,905,317.23 (UZS 304,895,127,444.68). For this partnership, the

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General Assembly of Hektaş Asia LLC resolved on 03.02.2026 to convene an extraordinary meeting to decide on a capital increase of 49.93%, to be fully paid in cash (paid-in capital), by restricting HEKTAŞ's pre-emptive rights for new shares. Following the General Assembly, upon the participation solely of Uzbek-Oman Investment Company JV LLC in the 49.93% capital increase, our Company's shareholding ratio in Hektaş Asia LLC will be realized as 66.7%. The development regarding the process was announced to the public on 03/02/2026 through KAP (Public Disclosure Platform). The new partnership structure and capital of Hektaş Asia LLC were registered on 10/02/2026 and announced to the public through KAP.

Changes in Legal Entity Board Member Representatives

Based on the Board Resolution of AKDENİZ Chemson Kimya Sanayi ve Ticaret Anonim Şirketi, the legal entity Vice Chairman of the Board of Directors of our Company, and pursuant to our Company's decision dated 12.02.2026; Mehmet Hadi TUNÇ was appointed in place of Hüseyin Fazıl ORAL, who was acting on behalf of AKDENİZ Chemson Kimya Sanayi ve Ticaret Anonim Şirketi as the real person representative, and the related disclosure was announced to the public on 12/02/2026 through KAP.

Based on the Board Resolution of OYTAŞ İç ve Dış Ticaret Anonim Şirketi, the legal entity Board Member of our Company, and pursuant to our Company's decision dated 12.02.2026; Oğulcan TOPER was appointed in place of Volkan ÜNLÜEL, who was acting on behalf of OYTAŞ İç ve Dış Ticaret Anonim Şirketi as the real person representative, and the related disclosure was announced to the public on 12/02/2026 through KAP.

Submission of Financial Statements to Any Authority

The Detailed Income Statement of our Company for the period 01/01/2025–31/12/2025 was submitted to the Tax Office to which we are affiliated, as an annex to the Corporate Temporary Tax Return for the 4th period of 2025, and the related disclosure was announced to the public on 17/02/2026 through KAP.

Company General Information Form / Information on Subsidiaries, Financial Fixed Assets and Financial Investments

The trade name of our subsidiary Areo Tohumculuk Arge Sanayi ve Dış Ticaret Anonim Şirketi has been changed to HEKTAŞ Tohumculuk Sanayi ve Dış Ticaret Anonim Şirketi, and the development was announced to the public on 24/02/2026 through KAP.

Regarding the Introduction of Privileges in Existing Shares

Based on the resolution adopted at the Board of Directors meeting dated 28.02.2026 of our controlling shareholder, Ordu Yardımlaşma Kurumu (OYAK) General Directorate; a request has been submitted to our Company to amend the Articles of Association in order to create privileges on the shares held, ensure the continuity of strategic decisions to be taken for the creation of financing options using equity methods at Hektaş and for reducing financing costs, maintain the control structure, and sustain stability in management control for the financing of operations. Within this scope, it is proposed to restructure the shares representing the Company's capital as Group A (privileged) and Group B (non-privileged) shares and to grant voting, management and pre-emptive privileges to Group A shares. The said proposal will be evaluated by our Company and developments will be disclosed to the public. The development was announced to the public on 02/03/2026 through the Public Disclosure Platform (KAP).

Regarding Amendment of the Articles of Association and Application to the CMB / Notification on the Exercise of Exit Rights

Pursuant to the resolution of our Board of Directors dated 05.03.2026; an application was submitted on 05.03.2026 via the E-Application system to the Capital Markets Board regarding the amendment of Article 7 titled "Capital", Article 11 titled "Board of Directors", Article 12 titled "Term of the Board of Directors", Article 13 titled "Meetings", Article 14 titled "Powers of the Board of Directors", and Article 22 titled "Voting Rights and Form of Representation" of the Company's Articles of Association, and the addition of Article 38 titled "Transfer of Shares" to the Articles of Association, in order to divide the shares representing the Company's capital into Group A and Group B shares and to create privileges for Group A shares.

Statement of Responsibility & Financial Statements & Activity Report & Compliance Reports

As of the end of 2025, the Statement of Responsibility, Financial Statements, Activity Report and Compliance Reports were prepared and disclosed to the public through the KAP announcement dated 06.03.2026 for the information of our stakeholders.

Recurring and Continuous Transactions

Due to the fact that the share of the commercial activity between FERBİS Tarım Ticaret ve Sanayi Anonim Şirketi and our Company, consisting of the sale of raw materials, packaging and finished goods, exceeds 10% of total sales, a "Report on Recurring and Continuous Transactions" was prepared within the scope of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board regarding the transactions between our subsidiary FERBİS Tarım Ticaret ve Sanayi Anonim Şirketi and our Company, and it was disclosed to the public through the KAP announcement dated 06.03.2026 for the information of our stakeholders.

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Notification Regarding Issuance Ceiling

At the meeting of our Board of Directors dated 26 December 2025; it was resolved that, in order to meet the Company's financing needs, debt instruments may be issued in Turkish Lira up to an amount of TRY 15,000,000,000 (Fifteen Billion Turkish Lira), in one or more issuances, domestically without public offering, through private placement and/or sale to qualified investors or by using these sales methods jointly; that the maturity of such debt instruments shall not exceed 48 months; that they may be issued at a discount or with coupon payments depending on market conditions; that the interest rates may be determined as fixed or floating; that for floating-rate instruments, the Turkish Lira Overnight Reference Rate (TLREF) and/or any other interest rates meeting the required standards and conditions formed or to be formed in the market, as well as Treasury Bills/Government Bonds, may be used as reference; that all terms and conditions related to the debt instruments to be issued shall be determined; and that, within the framework of these principles, the General Directorate of our Company shall be authorized to carry out all necessary applications and procedures before the Capital Markets Board, Borsa İstanbul A.Ş., the Central Securities Depository, Takasbank and other relevant authorities, and to execute and sign all agreements and documents on behalf of the Company. Based on this authorization, an application was submitted by our General Directorate to the Capital Markets Board on 25.03.2026. The development was announced to the public on 25/03/2026 through KAP (Public Disclosure Platform).

Events Occurring After the Reporting Period:

Notification Regarding Issuance Ceiling and Issuance Certificate

The Issuance Certificate regarding the bonds/commercial papers to be issued by our Company within the scope of the issuance ceiling amounting to TRY 15,000,000,000, to be sold domestically without public offering through private placement and/or to qualified investors, was approved by the Capital Markets Board on 02.04.2026. The Application Form and the approved Issuance Certificate were announced to the public on 06/04/2026 through KAP.

Notification Regarding General Assembly Procedures

The notification regarding the invitation letter, agenda, dividend distribution procedures, selection of the Independent Audit Firm for 2026, and amendments to the Articles of Association related to the Ordinary General Assembly Meeting for the year 2025 to be held on 07.05.2026 was presented to the information of our stakeholders and announced to the public through the KAP disclosure dated 13.04.2026.

Regarding the R&D Center Application for Our Ankara Advanced Technology Center

The application submitted by HEKTAŞ Ticaret Türk A.Ş. Ankara Advanced Technology Center, operating in Ankara Province, to obtain an R&D Center Certificate within the scope of Law No. 5746 was approved by the Ministry of Industry and Technology, and it was decided to grant an R&D Center Certificate to our Ankara Advanced Technology Center and to allow the enterprise to benefit from the incentives and exemptions provided under Law No. 5746 in accordance with the periods determined by the legislation.