



**Information Document related to the  
Ordinary General Meeting for 2025**

**BESLER GIDA VE KİMYA SANAYİ VE TİCARET ANONİM ŞİRKETİ**  
**From the Board of Directors;**  
**Invitation to the Ordinary General Meeting of 2025**

Dear Shareholders,

The Ordinary General Assembly Meeting of Shareholders of our Company for the year 2025 will be held on 12 May 2026 at 14:00 at the address “Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca, Üsküdar – İstanbul”, in accordance with the agenda set forth below. (\*)

Pursuant to the Capital Markets Board (“CMB”) Corporate Governance Principles and CMB Communiqués, with respect to the matters to be discussed at the Ordinary General Assembly Meeting; the General Assembly agenda, the Board of Directors’ Annual Report for the 2025 fiscal year, the Financial Statements and Independent Audit Report, the proposal regarding profit distribution, the Corporate Governance Compliance Report included in the annex of the Annual Report, the TSRS-Compliant Sustainability Report containing our disclosures within the scope of the Turkish Sustainability Reporting Standards (“TSRS”) published by the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Türkiye (“KGK”) for the 2024 period, and the detailed Information Note including the agenda items herein and the disclosures required for compliance with Capital Markets Board regulations, will be made available for the examination of our esteemed shareholders, within the statutory period, at the Company’s headquarters, on the Company’s website at [www.besler.com.tr](http://www.besler.com.tr) under the investor relations section, and on the Public Disclosure Platform and the Electronic General Assembly System, starting three weeks prior to the meeting.

Shareholders wishing to attend the General Assembly Meeting electronically, either in person or through their representatives, pursuant to Article 1527 of the Turkish Commercial Code, must notify their preference via the Electronic General Assembly System (EGAS) through the Central Registry Agency (CRA) system. In cases where a representative attends the General Assembly Meeting on behalf of a shareholder, it is mandatory for the representative’s identification information to be registered with the EGAS. Such authorization may also be carried out in the same manner where the representative attends the meeting physically.

Pursuant to Article 415 of the Turkish Commercial Code, shareholders whose shares are dematerialized in accordance with the regulations of the Central Registry Agency (CRA) and whose names appear on the list of shareholders, or their representatives, shall be entitled to attend the General Assembly Meeting. Shareholders whose names appear on this list may attend the Ordinary General Assembly Meeting of our Company physically by presenting their identification.

Shareholders or their representatives wishing to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the “Regulation on General Assemblies of Joint Stock Companies to Be Held Electronically” published in the Official Gazette dated 28 August 2012 and numbered 28395, and the “Communiqué on the Electronic General Assembly System to Be Applied in General Assembly Meetings of Joint Stock Companies” published in the Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, their participation in the meeting will not be possible. Detailed information regarding the EGAS is available at [www.mkk.com.tr](http://www.mkk.com.tr).

Shareholders who are unable to attend the meeting in person may exercise their voting rights through a proxy by issuing a power of attorney in accordance with the example provided below, or by obtaining the proxy form from the Company’s headquarters or from the Company’s website at [www.besler.com.tr](http://www.besler.com.tr), and by complying with the provisions set forth in the Capital Markets Board’s Communiqué No. II-30.1 on “Voting by Proxy and Proxy Solicitation”, published in the Official Gazette dated 24 December 2013 and numbered 28861, and by submitting a notarized power of attorney.

Pursuant to the fourth paragraph of Article 415 of the Turkish Commercial Code No. 6102 and the first paragraph of Article 30 of the Capital Markets Law, the right to attend and vote at the General Assembly Meeting is not contingent upon the deposit of share certificates. Accordingly, shareholders are not required to block their shares in order to attend the General Assembly Meeting.

Without prejudice to the provisions regarding electronic voting on the agenda items at the Ordinary General Assembly Meeting, voting shall be conducted by open voting using the show-of-hands method.

This is hereby submitted for the information of our esteemed Shareholders.

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

Sincerely,  
BESLER GIDA VE KİMYA SANAYİ VE TİCARET A.Ş.

**BESLER GIDA VE KİMYA SANAYİ VE TİCARET A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL MEETING FOR 2025**

1. Opening of the meeting and formation of the Meeting Chairmanship,
2. Authorization of the Meeting Chairmanship to sign the Minutes of the General Assembly Meeting,
3. Reading and discussion of the Board of Directors' Annual Activity Report for the fiscal year 2025,
4. Reading of the summary of the Independent External Audit Report for the fiscal year 2025,
5. Reading, discussion, and approval of the consolidated Capital Markets Board (CMB) and Turkish Commercial Code (TCC) Consolidated Financial Statements for the 2025 operating year, as well as the audited Corporate Sustainability Report for the 2024 accounting periods, prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority,
6. Approval of the duties of the new Members of the Board of Directors appointed during the year,
7. Discussion and resolution on the release (discharge) of the Members of the Board of Directors from liability for their activities and transactions during the 2025 fiscal year,
8. Discussion and resolution on the remuneration of the Members of the Board of Directors,
9. Discussion and resolution on the profit distribution proposal prepared by the Board of Directors,
10. Discussion and resolution on the proposal of the Board of Directors regarding the selection of the Independent Audit Firm for the 2026 fiscal year, in accordance with the Turkish Commercial Code and Capital Markets Board regulations,
11. Discussion and resolution on the proposal of the Board of Directors regarding the selection of an authorized audit firm in the field of sustainability to carry out mandatory assurance audits for the Corporate Sustainability Reports for the year 2026, to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority, and to conduct other related activities within the scope of relevant regulations,
12. Informing the shareholders about donations and aids made during the 2025 fiscal year; discussion and resolution on the Board of Directors' proposal regarding the determination of the donation limit for the accounting period between 01/01/2026 – 31/12/2026,
13. Informing the shareholders, within the framework of Capital Markets Board regulations, about the guarantees, pledges, and mortgages provided by the Company in favor of third parties, and the income or benefits obtained therefrom,
14. Granting permission, within the framework of Articles 395 and 396 of the Turkish Commercial Code, to shareholders holding management control, Members of the Board of Directors, senior executives, and their spouses and relatives by blood or marriage up to the second degree; and informing the shareholders about the transactions carried out within this scope during the year 2025 in accordance with Principle 1.3.6 of the Capital Markets Board Corporate Governance Communiqué,
15. Closing.

## CAPITAL MARKETS BOARD

### ADDITIONAL EXPLANATIONS MADE WITHIN THE SCOPE OF ARTICLE 1.3.2 OF CORPORATE GOVERNANCE PRINCIPLES COMMUNIQUE (SERIAL: II NO: 17.1)

**1.3.2.a - As of the date of the announcement, the total number of shares and voting rights reflecting the shareholding structure of the company, if there are privileged shares in the capital of the company, the number of shares representing each privileged share group and voting rights:**

There are no any privileges regarding the exercise of voting rights contained in the articles of association. According to the articles of association, each share gives one voting right. As of the latest situation, the shareholding structure of the Company is as follows;

Name-Surname of the Shareholder/ Trade Name	Share in Capital (TL)	Share in Capital (%)
Yildiz Holding A.S.	400.675.745,05	60,53%
Murat Ulker	66.079.898,07	9,98%
Other	195.244.356,88	29,49%
<b>Total</b>	<b>662.000.000,00</b>	<b>100,0%</b>

**1.3.2.b - Information on the changes in the management and activities of the company and its subsidiaries that have taken place in the previous accounting period or planned in the future accounting periods, which will significantly affect the activities of the partnership, and the reasons for these changes.**

There is no change in the period of 01.01.2025-31.12.2025. If there is a significant change in the management and activity subjects that will significantly affect the company's activities, public disclosure is made within the framework of the relevant communiqué.

**1.3.2.c - Information on the dismissal, replacement or election of the members of the board of directors on the agenda of the general assembly meeting, if any; justification for their dismissal and replacement, CVs of persons whose candidacy for board of directors has been submitted to the partnership, their duties in the last ten years and reasons for leaving, the nature and importance level of the partnership and their relationship with its related parties, whether they have independence or not, and similar issues that may affect the partnership activities in case these persons are elected as members of the board of directors.**

None.

**1.3.2.d - The requests submitted by the shareholders of the partnership in writing to the Investor Relations Department regarding the inclusion of an item on the agenda, in cases where the board of directors doesn't accept the agenda proposals of the partners, the proposals that are not accepted and the reasons for rejection.**

No such request was submitted for the Ordinary General meeting where the operating results of 2025 will be discussed.

**1.3.2.e - In case of a change in the articles of association on the agenda, together with the decision of the relevant board of directors, the old and new forms of the amendments to the articles of association:**

None.

## POWER OF ATTORNEY

I hereby appoint ....., who is introduced in detail below, as my proxy, to be authorized to represent us/me, to vote, to make proposals and to sign the necessary documents in line with the views I have stated below at the ordinary general meeting of Besler Gıda ve Kimya Sanayi ve Ticaret A.Ş. to be held on 12/05/2026 at 14:00 Kisikli Mah. Ferah Cad. No:1 B.Camlica Uskudar/Istanbul address.

Proxy's(\*):

Name, Surname / Commercial Title:

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

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

Note: The power of attorney must be notarized.

For the sections 1 and 2 given below, one of the options (a), (b) or (c) should be chosen to determine the scope of the representation authority.

1. Regarding the Matters Included in the Agenda of the General Meeting;

- The proxy is authorized to vote in line with his/her own opinion.
- The proxy is authorized to vote in line with the proposals of the partnership management.
- The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case (c) choice is selected by the shareholder, one of the options (accept or reject) given opposite the relevant general assembly agenda item is marked and in case the reject option is selected, it is given by stating the dissenting opinion, if any, which is requested to be written in the minutes of the general assembly meeting.

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

• Voting is not done on information items.

(\* ) Matters in the agenda of the General Meeting are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.

2. Special instruction regarding other issues that may arise in the General Meeting and especially the use of minority rights:

- The proxy is authorized to vote in line with his/her own opinion.
- The proxy is not authorized to represent in these matters.
- The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the proxy are specified here.

The shareholder chooses one of the options below and specifies the shares he/she wants the proxy to represent.

1. I approve the representation of my shares detailed below by the proxy.

- Composition and series:\*
- Number/Group:\*\*
- Pieces-Nominal value:
- Whether there is a voting privilege:
- Bearer-Registered:\*
- Ratio of shareholder to total shares/voting rights:

\*This information is not requested for the dematerialized shares.

\*\*For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I approve the representation by the proxy of all of my shares in the list of shareholders who can attend the general assembly prepared by MKK the day before the general assembly day.

NAME, SURNAME or TITLE OF THE SHAREHOLDER(\*)

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

Address:

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

SIGNATURE