

Ülker Bisküvi Sanayi Anonim Şirketi
Minutes of the Extraordinary General Shareholders' Meeting
Held on September 7, 2017

The Extraordinary General Shareholders' Meeting (OGSM) of Ülker Bisküvi Sanayi Anonim Şirketi was held on September 7, 2017, at 11:00 located at Kısıklı Mahallesi Ferah Caddesi No:1 Büyükcamlıca Üsküdar – İstanbul under the supervision of Zafer Karakoç, who was appointed pursuant to the İstanbul Provincial Directorate of Industry and Commerce directive No. E.00027710006 dated September 06, 2017.

As stipulated by the Law and the Articles of Association, invitation to the OGSM was published within the required time by announcing the meeting date and agenda in the Turkish Trade Registry Gazette issue number 9386, dated August 10, 2017, in Dünya Newspaper dated August 10, 2017; and on the Ülker Bisküvi Sanayi A.Ş. website at www.ulkerbiskuvi.com.tr.

Upon examination of the attendance sheet, it was determined that of the total 34,200,000,000 shares corresponding to the Company's total capital of 342,000,000 Turkish lira, 27,460,406,871.8 shares (corresponding to 274,604,068.718 Turkish lira) were represented by proxy attended the meeting. Accordingly, the minimum quorum was reached as stipulated by the Law and by the Articles of Association. The meeting was opened by Halil Bülent ÇORAPÇI, Board Member and the participants were called on to observe a moment of silence. Board Member, Halil Bülent ÇORAPÇI was confirmed to be present at the meeting. The Representative from the Ministry stated that there were no obstacles to start the OGSM.

1- The Chairmanship Committee was established with the appointment of Halil Bülent ÇORAPÇI as Chairman, Levent TAŞÇI as Canvasser and Serkan ASLİYÜCE as Secretary was adopted by the votes.

Chairman Halil Bülent ÇORAPÇI explained the method of voting. He stated that, without prejudice to the regulations of electronic vote counting, and as per the Law and the Articles of Association, the shareholders physically present at the meeting hall would cast ballots with an open vote system by raising their hands, and shareholders who wished to cast a 'no' vote would do so by stating their vote verbally. In addition, Chairman recognized that the Management has controlled the compliance of the documents which provide right to participation to the meeting and then signed the attendance list.

It was determined that the Company completed the Electronic General Shareholders' Meeting preparations in keeping with legal regulations pursuant to Paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code (TCC). The Chairmanship Committee appointed Esra İLTER, who holds an Electronic General Assembly System Certificate issued by the Central Registry Agency, to operate the Electronic General Assembly System. Then, the meeting was simultaneously opened physically and in an electronic environment to begin discussing the other agenda items.

2- The signing of the OGSM minutes by the Chairmanship Committee was adopted by the votes.

3- The appointment of Mehmet Aydın MÜDERRİSOĞLU whose independence was approved by Capital Markets Board in this period and to serve until the election of all Board members and monthly TL 5.000 remuneration is to be paid and this amount is to be valid for his work period, after his resume was read, decided by a majority vote with 27,360,250,671.8 Yes votes and 100,156,200 No votes.

4- The motion to grant to the Board Members the authorization stated in Article 395 and Article 396 of the TCC on prohibition of transactions with the company and on prohibition of competition was accepted with a majority vote of 25,516,519,971.8 Yes votes and 1,943,886,900 No votes.

5- Wish and requests were negotiated and the meeting has been closed.

MINISTRY
REPRESENTATIVE

Zafer KARAKOÇ

CHAIRMAN

Halil Bülent ÇORAPÇI

CANVASSER

Levent TAŞÇI

SECRETARY

Serkan ASLİYÜCE