



Ülker Bisküvi Sanayi Anonim Şirketi

**INFORMATION DOCUMENT FOR THE 2018 GENERAL ASSEMBLY MEETING DATED MARCH 29, 2019**

**1. INVITATION TO THE GENERAL ASSEMBLY MEETING DATED MARCH 29, 2019**

Dear Valued Shareholder

The Annual Shareholders Meeting of our Company for the year 2018 will be held on Friday, March 29, 2019 at 11:00 am at the Company headquarters located at Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-İstanbul and will convene to discuss the following agenda items.

The Financial Statements of the Company and the Independent Auditor's Report for the year 2018, the proposal of the Board of Directors regarding the use of the Company profit for the year 2018, the Company's Corporate Governance Compliance Report, the proposed amendments to the Company Articles of Association and the Information Document relating to the other agenda items are made available for the review of our shareholders, starting from three weeks prior to the meeting, at our Company headquarters, at our corporate website <http://ulkerbiskuviinvestorrelations.com> and the Electronic General Assembly Portal of the Central Registry Agency

In accordance with Article 415 paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30 paragraph 1 of the Capital Markets Law No. 6362, attendance and voting at the General Assembly is not conditional upon the deposit of Company shares at the Central Registry Agency. Therefore, our shareholders do not have to block their Pegasus shares in the event they would like to attend the General Assembly Meeting.

Within the framework of the provisions of the Communiqué on Principles and Procedures for Keeping Records Regarding Capital Market Instruments numbered II-13.1 and Capital Markets Law numbered II-13.1; The list of the holders of shares that can be attended to the General Assembly is arranged according to the in Shareholding Schedule en to be provided by the Central Registry Agency. The necessary information can be obtained from the Central Registry Agency and [www.mkk.com.tr](http://www.mkk.com.tr).

Our shareholders who will vote through the Electronic General Assembly System may refer to the Central Registry Agency (<https://egk.mkk.com.tr/egkweb/en/> or 444 0 655) for more information on their obligations stipulated in the Regulations and Communiqués regarding Electronic General Assembly participation

In accordance with the provisions of the Capital Markets Board Communiqué No. II-30.1 regarding Proxy Voting and Call for Proxies, published in the Official Gazette dated December 24, 2013 and numbered 28862, our shareholders who will have themselves represented at the meeting through proxy must produce their proxy form in line with the proxy form disclosed by the Company and are required to present the signed proxy, certified by a Turkish notary public or the signed proxy alongside a signature circular certified by a Turkish notary public. Proxies appointed electronically through the Electronic General Assembly System do not have to present any written proxy statement. Voting at the General Assembly will be made by show of hands, with provisions relating to electronic voting being reserve

We request the attendance of our shareholders  
**BİSKÜVİ SANAYİ A.Ş.**

**ÜLKER**

**2. ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES OF THE CAPITAL MARKETS BOARD**

In accordance with the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board, the related articles of the agenda are listed below and the general explanations are presented in this section.:

**1.3.1.a As of the date of disclosure, the total number of shares reflecting the shareholding structure of the company and the voting rights, the number of shares representing each privileged share group and the voting rights if the company has a privileged share in the capital.:**

As of the date of publication of this Information Document, March 5, 2019 the issued capital of our Company is TL 342,000,000, within the authorized capital ceiling of TL 500,000,000, and the capital and shareholding structure as of the same date is as follows

As of March 5, 2019		
Shareholder	Number of Shares	Shareholding Ratio (%)
pladis Food Limited	174.420.000	51,0%
Publicly Traded shares(*)	143.586.219	42,0%
Ülker Family Members	23.993.781	7,0%
<b>Total</b>	<b>342.000.000</b>	<b>100,0%</b>

(\*) Based on the Central Registration Agency data

**1.3.1.b Information on the changes in the management and operations of the Company and its subsidiaries, which occurred in the previous accounting period or which would significantly affect the partnership activities planned for the future accounting periods, and the reasons for these changes:**

As announced on the material disclosure dated December 15, 2017, it was decided to purchase the entire International Biscuits Company (IBC) shares owned by UB Group Limited, and the application and permission process for the share transfer transaction should be completed with the competent authorities of Saudi Arabia. As of May 23, 2018, application and permission procedures were completed and 100% of IBC shares are transferred to our company.

**1.3.1.c In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors :**

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the release of the members of the Board of Directors for their activities, transactions and accounts for 2018 will be submitted to the approval of our shareholders.

**1.3.1.ç Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal:**

No such request has been submitted to Investor Relations Department for the Ordinary General Assembly meeting to discuss the activities of 2018.

**1.3.1.d In case the agenda includes amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association**

There is no amendment to the Articles of Association in the agenda

**3. INFORMATION ON THE AGENDA ITEMS FOR THE ANNUAL GENERAL ASSEMBLY MEETING DATED MARCH 29, 2019**

**1. Commencement and establishment of the Meeting Chairing Committee:**

Within the framework of the provisions of the Turkish Commercial Code (TCC) and the general assembly meetings of the capital companies, the Presidency and the Board of Directors shall be elected to conduct the General Assembly meeting in accordance with the provisions of the Regulation of the Ministry of Customs and Trade (Regulation).

**2. Authorization of the Minutes of the General Assembly Meeting to be signed by the Presidency of the Meeting:**

Minutes of the General Assembly Meeting shall be authorized by the Presiding Committee.

**3. Review, and discussion of the annual report of the Board of Directors for the 2018 fiscal year:**

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the Annual Report submitted to the examination of our partners in the Company's internet address and investor relations section for three weeks prior to the General Assembly meeting shall be read at the General Assembly and presented to the opinion and approval of our shareholders. This report and other relevant documents are presented to our shareholders on the Company's investor relations website <http://ulkerbiskuviyatirimciliskileri.com> .

**4. Review of the Independent Auditor's Report relating to the fiscal year 2018**

Within the framework of the provisions of the TCC and the Regulation, the External Audit Report, which was submitted to the examination of our partners in the Company's investor relations web site <http://ulkerbiskuviyatirimciliskileri.com> and investor relations department for three weeks prior to the General Assembly meeting, will be read at the General Assembly and will be submitted to our shareholders' opinion and approval. These reports and other relevant documents were submitted to our Company's website for review by our shareholders.

**5. Review, discussion and approval of the consolidated financial statements for the fiscal year 2018:**

In accordance with the provisions of the Turkish Commercial Law and the Regulation, the consolidated financial statements of the Company for the three weeks prior to the General Assembly meeting and for the 2018 fiscal year, which have been submitted to the review of the Company's investor relations web site <http://ulkerbiskuviyatirimciliskileri.com> and shareholders in the investor relations section, have been read in the General Assembly. opinion and approval. These reports and other relevant documents were submitted to our Company's website for review by our shareholders.

**6. Discussion and resolve of the acquittal of the members of the Board of Directors separately for the activities and transactions of the fiscal year 2018:**

Pursuant to the provisions of the Turkish Commercial Code and the Regulation, the release of the Members of the Board of Directors on account of their activities, transactions for the fiscal year 2018 shall be submitted to the approval of the General Assembly.

**7. Determination of the use of the company's profit in 2018 and the rates of profit and profit shares to be distributed**

It has been decided pursuant to Capital Market Legislation and the Article 33 of the Company's Articles of Association and Our Company's Dividend Policy, approved by the shareholders at the General Assembly dated 28 March 2013 that the transfer of the current year profit of TL 252.158.076 to extraordinary reserves in accordance with the Tax Procedure Law without paying dividend and the transfer of net period profit of TL 700.779.289 occurred in accordance with the financial statements prepared in line with TFRS (Turkish Financial Reporting Standards)/TMS (Turkish Accounting Standards) taking into consideration also the long-term strategies, investment, cash and financing policies of our company be submitted to the approval of our shareholders at the Ordinary General Assembly Meeting of our Company planned to be held on March 29, 2019.

**8. Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2019 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation,**

In accordance with the Turkish Commercial Code and the capital market legislation, the proposal of the Board of Directors for the selection of an independent external auditor for the audits and transactions of the 2019 fiscal year will be discussed and submitted for approval at the General Assembly.

**9. Submission of information to the shareholders on donations and charitable contributions made in 2018 and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made for the period 01/01/2019- 31/12/2019.**

The Board of Directors will be informed about the donations and grants made in 2018 by our Company within the framework of the Donation Policy and will be offered the to the Shareholders as a maximum ceiling for donations and charitable contributions to be made for the period 01/01/2019- 31/12/2019

**10. Submission of information to the General Assembly with respect to security, pledge, mortgage and surety provided by the Company for the benefit of third parties in 2018**

Our shareholders will be informed of the security, pledge and mortgage information stated in the related note (Commitments – Collaterals, Pledges, Mortgages) to our Consolidated Financial Statements for the Period January 1 – December 31, 2018, as per the requirements of Article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board.

**11. Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code.:**

Members of our Board of Directors can only enter into transactions with the Company as per Article 395 of the TCC and undertake business in competition with our Company as per Article 396 of the TCC, subject to the authorization by our shareholders at the General Assembly Meeting. In this respect, authorization of our Board Members for the said matters will be submitted for the review and approval of our shareholders.

**12. Closing**

**4. POWER OF ATTORNEY**

**ULKER BISKUVİ SANAYİ ANONİM SİRKETİ**

I hereby appoint ..... as my proxy to represent myself, to vote, to submit proposals and to sign the necessary documents in accordance with the below specified scope at the Ordinary General Assembly Meeting of ÜLKER BİSKÜVİ SANAYİ A.Ş. on 29/03/2019 at 11:00 am the Company headquarter "Kısıklı Mahallesi, Ferah Caddesi No:1 Büyükçamlıca Üsküdar/İstanbul"

The Attorney's(\*):

Name Surname/ Trade Name:

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

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

**A) SCOPE OF REPRESENTATIVE POWER**

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

**1. About the agenda items of General Assembly:**

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

**Instructions:**

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

Agenda Items (*)		Accept	Reject	Dissenting Opinion
1	Commencement and establishment of the Meeting Chairing Committee			
2	Authorization of the Minutes of the General Assembly Meeting to be signed by the Presidency of the Meeting			
3	Review, and discussion of the annual report of the Board of Directors for the 2018 fiscal year			
4	Review of the Independent Auditor's Report relating to the fiscal year 2018			
5	Review, discussion and approval of the consolidated financial statements for the fiscal year 2018			
6	Discussion and resolve of the acquittal of the members of the Board of Directors separately for the activities and transactions of the fiscal year 2018			
7	Determination of the use of the company's profit in 2018 and the rates of profit and profit shares to be distributed			

8	Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2019 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation			
9	Submission of information to the shareholders on donations and charitable contributions made in 2018 and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made for the period 01/01/2019- 31/12/2019			
10	Submission of information to the General Assembly with respect to security, pledge, mortgage and surety provided by the Company for the benefit of third parties in 2018			
11	Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code			
12	Closing			

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

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

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

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

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

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

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

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

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

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

**NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

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

Address:

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

SIGNATURE