



Ülker Bisküvi Sanayi Anonim Şirketi

INFORMATION DOCUMENT FOR THE 2021 GENERAL ASSEMBLY MEETING DATED MAY 10, 2022

1. INVITATION TO THE GENERAL ASSEMBLY MEETING DATED MAY 10, 2022

Dear Valued Shareholder

The Annual Shareholders Meeting of our Company for the year 2021 will be held on May 10, 2022 at 10:00 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 Annual Report of the Board of Directors for the 2021 Activity Year, the Financial Statements and the Independent Audit Report, the proposal regarding the profit distribution and the Corporate Governance Principles Compliance Report attached to the Annual Report, and the detailed Information Note containing the explanations required for compliance with these agenda items and the Capital Markets Board regulations. It will be available for review by our esteemed Shareholders three weeks ago, within the statutory period, at the Company Headquarters, on the Company investor relations website at <http://ulkerbiskuviyatirimciiliskileri.com>, and on the Electronic General Assembly system of the Central Registry Agency.

Within the framework of the provisions of the Article 417 of the Turkish Commercial Code and the Communiqué No. II-13.1 of the Capital Markets Law on the Procedures and Principles of Keeping the Records of the Dematerialized Capital Market Instruments; The list of the owners of the registered shares that can attend the general assembly meeting is arranged according to the "Shareholder Chart" to be provided by our Company from the Central Registry Agency. Necessary information can be obtained from the Central Registry Agency and from the address www.mkk.com.tr.

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.

Pursuant to Article 415 of the Turkish Commercial Code, our shareholders or their representatives whose share certificates have been dematerialized within the framework of the Central Registry Agency (MKK) regulations and whose names are on the list of attendees will be able to attend the General Assembly Meeting. It is obligatory for real persons to show identification, and for representatives of legal entities to present a power of attorney.

Our shareholders with electronic signatures will be able to attend the Ordinary General Assembly Meeting electronically and obtain the necessary information regarding the Ordinary General Assembly electronically from the Central Registry Agency and <http://www.mkk.com.tr/>.

Shareholders, who cannot attend the meeting in person, should issue their power of attorney in accordance with the example below in order to exercise their voting rights by proxy, or obtain a sample of the proxy form from our Company Headquarters and the Company's investor relations website at <http://ulkerbiskuviyatirimciiliskileri.com>, and to obtain the Official No. 28861 dated 24.12.2014. They are required to submit their notarized power of attorney to the Company Headquarters, by fulfilling the issues stipulated in the Communiqué of the Capital Markets Board numbered II-30.1, published in the Gazette.

Pursuant to paragraph 4 of article 415 of the Turkish Commercial Code no. 6102 and paragraph 1 of article 30 of the Capital Markets Law, the right to attend the general assembly and to vote is not subject to the storage of share certificates. In this framework, if our shareholders want to attend the General Assembly Meeting, there is no need for them to have their shares blocked.

In the Ordinary General Assembly Meeting, the open voting method will be used by raising hands, provided that the provisions of electronic voting regarding the voting of the agenda items are reserved.

We kindly request the attendance of our shareholders

ÜLKER BİSKÜVİ SANAYİ A.Ş.

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, April 12, 2022 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

Name of the shareholders	Share	Percentage
pladis Foods Limited	174.420.000	%51,00
Ülker Family Members& Yıldız Holding A.Ş.	25.580.000	%7,48
Other	142.000.000	%41,52
	342.000.000	%100,00

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:

There is no change in the period of 01.01.2021-31.12.2021. Information about the changes in the management and activities of our company are announced to the public with special case explanations. These disclosures are available at <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/859-ulker-biskuvi-sanayi-as> or the Company's investor relations website, <http://ulkerbiskuviyatirimciiliskileri.com/default.aspx>.

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 curriculum 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 2021 will be submitted to the approval of our shareholders and the proposed members of the Board of Directors 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:

A request made by a shareholder to add an item to the agenda has not been taken into consideration within the framework of the provision of article 411 of the Turkish Commercial Code..

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

The agenda does not include an amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association

3. INFORMATION ON THE AGENDA ITEMS FOR THE ANNUAL GENERAL ASSEMBLY MEETING DATED MAY 10,2022

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 2021 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://ulkerbiskuviyatirimciiliskileri.com> .

4. Review of the Independent Auditor's Report relating to the fiscal year 2021

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://ulkerbiskuviyatirimciiliskileri.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 2021

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 2021 fiscal year, which have been submitted to the review of the Company's investor relations web site <http://ulkerbiskuviyatirimciiliskileri.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 2021:

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 2021 shall be submitted to the approval of the General Assembly.

7. Determination of the new Independent Board Member instead of the Independent Board Member whose term of office has expired, determination of the term of office and salary.

In accordance with the board resolution dated 02.03.2022 and the letter of the Capital Markets Board dated 08.04.2022 and numbered E-29833736-110.07.07-19942, the nomination of Füsun Kuran will be submitted for approval our independent member of the board of directors in replace of Mr. Ahmet Murat Yalnızoğlu, whose term of office has expired. **Appendix 1**

8.Determination of remuneration of members of the board for the year of 2021

Determination of remuneration of members of the board for the year of 2021

9. Determination of the use of the company's profit in 2021 and the rates of profit and profit shares to be distributed

Ülker Bisküvi's dividend distribution policy; determined within the framework of the company's medium and long-term investment and financial plans. Dividend distribution is decided at the general assembly as a result of the proposal of the board of directors. It has been decided to submit the proposal of the board of directors for the year 2021 to the approval of the general assembly

10. Discussion of and deciding on the amendment of Article 7 of our Company's Articles of Association, titled "Capital", as a result of the registered capital ceiling time extension, which includes the permissions of the Capital Markets Board and the Republic of Turkey Ministry of Commerce.

In accordance with the provision of Article 333 of the Turkish Commercial Code No. 6102, based on the Capital Markets Board's letter dated 04.01.2022 and numbered 15387, to change the validity of the registered capital ceiling in Article 7 of the Articles of Association to 2022-2026. It has been decided that the relevant amendment draft, which has been approved by the Capital Markets Board and the Ministry of Commerce, will be submitted to the approval of the general assembly. **Appendix 2**

11.Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2022 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation,

In line with the evaluation of the Audit Committee, the Board of Directors resolved to nominate DRT Bagimsiz Denetim Ve Serbest Muhasebeci Mali Müsavirlik A.S. (A member Company of Deloitte Touche Tohmatsu Limited) to audit our Company s financial reports for the special accounting period of 01.01. 2022 – 31.12.2022 and to fulfill all other obligations required for the auditors by Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362 and related regulations and to present the selection to the approval of the General Assembly of Shareholders.

12. Submission of information to the shareholders on donations and charitable contributions made in 2021 and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made for the period 01/01/2022- 31/12/2022.

The Board of Directors will be informed about the donations and grants made in 2021 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 01/01/2022- 31/12/2022

13. 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 2021

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, 2021, as per the requirements of Article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board.

14. 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.

15. Closing

4. POWER OF ATTORNEY

ULKER BISKUVI SANAYİ ANONİM ŞİRKETİ

I hereby appoint as my proxy to represent myself, to vote, to submit proposals and to sign the necessary documents in accordance with the below specified scope at the Ordinary General Assembly Meeting of ÜLKER BİSKÜVİ SANAYİ A.Ş. on 10/05/2022 at 10:00 am the Company headquarter "Kısıklı Mahallesi, Ferah Caddesi No:1 Büyükcamlıca 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 2021 fiscal year			
4. Review of the Independent Auditor's Report relating to the fiscal year 2021			
5. Review, discussion and approval of the consolidated financial statements for the fiscal year 2021			
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 2021			
7. Determination of the new Independent Board Member instead of the Independent Board Member whose term of office has expired, determination of the term of office and salary			
8. Determination of remuneration of members of the board for the year of 2021			
9. Determination of the use of the company's profit in 2021 and the rates of profit and profit shares to be distributed			
10. Discussion and deciding on the amendment of Article 7 of our Company's Articles of Association, titled "Capital", as a result of the registered capital ceiling time extension, which includes the permissions of the Capital Markets Board and the Republic of Turkey Ministry of Commerce			
11. Discussion and resolve of the proposal of the Board of Directors regarding the selection of an independent external auditor for the auditing of the 2022 fiscal year accounts and transactions in accordance with the Turkish Commercial Code and capital market legislation,			
12. Submission of information to the shareholders on donations and charitable contributions made in 2021 and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made for the period 01/01/2022- 31/12/2022.			
13. 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 2021			
14. Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code			
15. 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
- ç) Share with voting power or not
- d) Bearer-Registered(*)
- e) Ratio of the total shares/voting rights of the shareholder

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

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

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

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

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

Address:

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

SIGNATURE