



Ülker Bisküvi Sanayi Anonim Şirketi

İstanbul-41603

INVITATION TO THE GENERAL ASSEMBLY MEETING DATED JUNE 12, 2025

Dear Valued Shareholder

The Annual Shareholders Meeting of our Company for the year 2024 will be held on June 12, 2025 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.

In accordance with the Capital Markets Board's Corporate Governance Principles and CMB Regulations, the following documents will be made available for review three weeks prior to the meeting, within the legal time frame: the General Assembly agenda, the 2024 Annual Report of the Board of Directors, the Financial Statements and the Independent Auditor's Report, the proposal for profit distribution, the Corporate Governance Compliance Report included in the Activity Report, and a detailed Information Note containing the necessary disclosures for compliance with Capital Markets Board regulations. These documents will be accessible at the Company's headquarters, on the Company's website at <http://ulkerbiskuviyatirimciliskileri.com>, on the Public Disclosure Platform, and in the Electronic General Assembly system for shareholders' review.

Shareholders who wish to participate electronically in the General Assembly Meeting, either personally or through their representatives, in accordance with Article 1527 of the Turkish Commercial Code, must notify their preferences via the MKK system using the Electronic General Assembly System (EGKS). If a representative will attend the General Assembly Meeting instead of the shareholder, the representative's identity information must be recorded in the EGKS. If the representative will attend physically, the authorization can also be made in this way.

In accordance with Article 415 of the Turkish Commercial Code, shareholders whose shares are dematerialized by the Central Registry Agency (MKK) and who are listed in the shareholder registry will be able to participate in the General Assembly. Shareholders listed in this registry can attend the meeting physically by presenting their identity cards.

Shareholders or their representatives who wish to attend the meeting electronically must comply with the obligations outlined in the "Regulation on Electronic General Assemblies in Joint Stock Companies" published in the Official Gazette on August 28, 2012, and the "Communique on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies" published in the Official Gazette on August 29, 2012. Failure to comply will result in being unable to participate in the meeting. Detailed information regarding the EGKS can be accessed at www.mkk.com.tr.

Shareholders who will not be able to attend the meeting in person may exercise their voting rights through a proxy. Proxies must prepare their powers of attorney in accordance with the example below or obtain the proxy form from the Company's headquarters or from the Company's website at <http://ulkerbiskuviyatirimciliskileri.com>. They must submit their notarized power of attorney, fulfilling the requirements of the Capital Markets Board's Communique II-30.1 on "Voting by Proxy and Proxy Collection by Invitation" published in the Official Gazette No. 28861 on December 24, 2013.

In accordance with Article 415, paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, paragraph 1 of the Capital Markets Law, the right to attend the general assembly and to vote is not subject to the deposit of share certificates. Therefore, shareholders wishing to attend the General Assembly do not need to block their shares.

The voting on the agenda items at the Ordinary General Assembly Meeting will be conducted via a show of hands, unless electronic voting procedures are required.

We present this information for the attention of our esteemed shareholders.

(*) In accordance with Article 29 of the Capital Markets Law, no registered letters will be sent to shareholders for the invitation to the General Assembly Meeting.

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



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Agenda of the Ordinary General Assembly Meeting

1. Opening of the meeting and establishment of the Meeting Chairmanship,
2. Granting authorization to the Meeting Chairmanship to sign the minutes of the General Assembly Meeting,
3. Reading and discussion of the Board of Directors' Annual Report for the 2024 fiscal year,
4. Reading of the summary of the Independent Auditor's Report for the 2024 fiscal year,
5. Reading, discussion, and approval of the consolidated financial statements for the 2024 fiscal year,
6. Release of the members of the Board of Directors from their liabilities for the activities and transactions carried out during the 2024 fiscal year,
7. Approval of the appointments of new members to the Board of Directors made during the term,
8. Determination of the remuneration, attendance fees, bonuses, and other rights of the members of the Board of Directors,
9. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of profits,
10. Discussion and approval of the selection of the Independent Audit Firm made by the Board of Directors in accordance with the Turkish Commercial Code, Capital Markets Board, and the Public Oversight, Accounting and Auditing Standards Authority regulations,
11. Informing shareholders about donations and grants made during the 2024 fiscal year; discussion and resolution of the Board of Directors' proposal on the donation limit for the 01/01/2025 – 31/12/2025 fiscal year,
12. Informing shareholders, in accordance with Capital Markets Board regulations, about guarantees, pledges, and mortgages granted by the Company in favor of third parties and any income or benefits derived therefrom,
13. Discussion and resolution on granting authorization to the members of the Board of Directors under Articles 395 and 396 of the Turkish Commercial Code to conduct transactions falling within or outside the scope of the Company's operations on their own behalf or on behalf of others, and to become shareholders in companies engaged in such transactions,
14. Closing.



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POWER OF ATTORNEY

ULKER BISKUVI SANAYI ANONIM 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 12/06/2025 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			
2			
3			

(*) 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