

Ülker Bisküvi Sanayi Anonim Şirketi

INFORMATION DOCUMENT FOR THE 2024 GENERAL ASSEMBLY MEETING DATED JUNE 12,2025

1. 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 pm 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 2023 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://ulkerbiskuviyatirimciliskileri.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://ulkerbiskuviyatirimciliskileri.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

The issued capital of our Company is TL 369,275,855 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
Other	194.855.855	%49,00
	369.275.855	%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 01.01.2024-31.12.2024 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/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 2024 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 JUNE 12,2025

1. Opening of the meeting and establishment of the Meeting Chairmanship

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. Granting authorization to the Meeting Chairmanship to sign the minutes of the General Assembly Meeting

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

3. Reading and discussion of the Board of Directors' Annual Report for the 2024 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. Reading of the summary of the Independent Auditor's Report for the 2024 fiscal year

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. Reading, discussion, and approval of the consolidated financial statements for the 2024 fiscal year 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 2024 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. Release of the members of the Board of Directors from their liabilities for the activities and transactions carried out during the 2024 fiscal year

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 2024 shall be submitted to the approval of the General Assembly.

7. Approval of the appointments of new members to the Board of Directors made during the term

The appointments of Mr. Yahya Ülker and Mr. Özgür Kölüfkakı as members of the Board of Directors, as disclosed on the Public Disclosure Platform on February 25, 2025, and May 19, 2025, are submitted for approval. The résumés of our Board members are provided in **Appendix-2** for the information of our shareholders.

8. Determination of the remuneration, attendance fees, bonuses, and other rights of the members of the Board of Directors

In accordance with the provisions of the Turkish Commercial Code and our Articles of Association, members of the Board of Directors shall receive a monthly or annual fee, or a fixed allowance per meeting, as determined by our shareholders during the General Assembly. In this context, the mandatory corporate governance principles set forth by the Capital Markets Board will be observed. Accordingly, the remuneration to be paid to our Board members during their term of office shall be determined in line with the opinions and decisions of our shareholders.

9. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of profits,

The “Ülker Bisküvi Profit Distribution Policy,” which was adopted by the Board of Directors on March 10, 2021, and subsequently approved unanimously by shareholders attending the Ordinary General Assembly Meeting on July 21, 2021, and published on our Investor Relations website, is presented for the attention of our shareholders as **Annex-3**. In accordance with the Capital Markets legislation, Article 33 of our Company's Articles of Association, and our Profit Distribution Policy approved by the shareholders at the General Assembly held on July 21, 2020, and considering the Company's long-term goals, investment, cash management, and financing policies as well as the long-term interests of our Company and its stakeholders, it is proposed that for the fiscal year 2024, a total gross amount of TRY 2,980,000,000, entirely from the current year's profit, be distributed in cash as dividends, in line with the attached “Profit Distribution Proposal Table.” Furthermore, it is proposed that TRY 296,153,621 be allocated to restricted reserves/legal reserves, and TRY 4,124,364,379 be transferred to extraordinary reserves/retained earnings. The distribution of the dividend is planned to take place on June 19, 2025. The authorization of the Board of Directors to execute these matters will be submitted for the approval of our shareholders.

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

As recommended by the Audit Committee, and in accordance with the relevant provisions of the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362, and related legislation, it has been unanimously resolved to propose to the Ordinary General Assembly the appointment of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Deloitte Touche Tohmatsu Limited) as the independent audit firm to audit our Company's financial statements for the accounting period 01.01.2025 – 31.12.2025.

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

The Board of Directors will be informed about the donations and grants made in 2024 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 01/01/2025- 31/12/2025

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

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, 2024, as per the requirements of Article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board.

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,

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.

14. Closing

APPENDIX 1

POWER OF ATTORNEY

ÜLKER BİSKÜVİ 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 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

ANNEX-2: CURRICULA VITAE OF THE BOARD MEMBER CANDIDATES

AHMET BAL

Chairman of the Board – Independent Member

Born in 1957 in Tokat, Ahmet Bal graduated from Ankara University, Faculty of Political Sciences, Department of Economics and Finance, and started his career at the Ministry of Finance as an Account Specialist. In 1991, he was promoted to Chief Account Specialist and Certified Public Accountant. He received his MBA in Business Administration from the University of Nottingham in the UK in 1992. In 1994, he began working as Assistant Coordinator of Financial Affairs at Anadolu Endüstri Holding. Between 1995 and 1998, he served as Finance Director at Efes Sinai Yatırım Ticaret A.Ş., responsible for the Group's international Coca-Cola operations. Between 1998 and 1999, he was the General Manager of Efes Sinai Yatırım Holding A.Ş., and between 1999 and 2006, he served as Financial Affairs Coordinator for the Automotive, Finance, and Stationery companies at Anadolu Endüstri Holding. From 2006 to 2012, he was the Audit Coordinator responsible for Group Companies. From 2013 to 2018, he served as Head of Audit for Anadolu Group Companies. Ahmet Bal is married and has two children.

YAHYA ÜLKER

Vice Chairman of the Board

Having graduated from Koç University Department of Business Administration in 2016, Yahya Ülker worked at various organizations operating in banking and biscuit production in London and Switzerland upon completing his undergraduate studies. After starting his career at Yıldız Holding in 2018, Yahya Ülker worked at the Holding's innovation company, Northstar Innovation, and played an active role in implementing the Holding's innovation projects devised as an investment into the future through university-industry collaborations during his tenure. Since 2019, he has led the teams of Yıldız

Ventures, an organization he founded, working to incubate in-house start-ups in industries that would add value to the Holding's strategy and to support the entrepreneurship ecosystem. Fulfilling his duties as Yıldız Holding Transformation and Technology Leader, Yahya Ülker also acts as the E-Commerce Leader for ŞOK Marketler, one of Türkiye's leading retail brands. Having successfully completed his tenure as the E-Commerce Leader at ŞOK Marketler, one of Türkiye's leading retail brands, Yahya Ülker currently serves as the Head of Transformation and Technology / Transformation and Technology Leader at Yıldız Holding and pladis Global. He is a member of TÜSİAD (Turkish Industry and Business Association), DEİK (Foreign Economic Relations Board) Digital Technologies, Yenibirlider Association, and Q Angels. He also acts as a Startup Mentor at Endeavor Türkiye..

MEHMET TÜTÜNCÜ

Board Member

Mehmet Tütüncü holds a degree in Mechanical Engineering from Gazi University and a master's in Industrial and Organizational Psychology from Maltepe University. He received training in Italy, the USA (Harvard Business School), and Asia (IMD and INSEAD). He began his career as an engineer at the Ministry of Education and worked at Best Rothmans between 1987 and 1996 in various leadership roles. He joined Yıldız Holding in 1996 and has held numerous senior roles, including General Manager of Ülker factories, Vice President of the Group, and CEO of international operations. In 2016, he became Regional CEO of pladis. Since 2018, he has served as Vice Chairman of the Board and CEO of Yıldız Holding, and as of September 2023, he continues as Vice Chairman of the Board. He is a board member at TUGİS and various other organizations.

SRIDHAR RAMAMURTH

Board Member

Appointed to Ülker Bisküvi's Board in May 2024 and CFO of pladis in July 2019, Sridhar Ramamurth has a 30-year career at Unilever, including leadership roles in finance and corporate solutions, having worked in India, Singapore, and the UK. He was Senior VP of Finance for South Asia and Director of Finance at Hindustan Unilever. Prior to that, he served six years in Singapore as Controller for Asia, Africa, and CEE. He began his career at Larsen & Toubro. Sridhar holds a bachelor's degree in commerce from Mumbai University and is a Gold Medalist member of the Institute of Chartered Accountants of India. He is also a member of the Institute of Cost Accountants and Company Secretaries of India.

ÖZGÜR KÖLÜKFAKI

Board Member

After graduating from METU Electrical and Electronics Engineering and earning a master's in Business Administration, Özgür Kölüfkaki joined Unilever in 1998. He held several senior roles across geographies. Between 2012–2015, he was VP of Ice Cream, Food, and Beverages in Russia, followed by roles as General Manager for Iran and Central Asia (2015–2019), and VP for NAMETRUB (North Africa, Middle East, Turkey, Russia, Ukraine, Belarus) (2019–2022). Before joining pladis in 2023, he was GM of Hayat Kimya's Turkey operations. He speaks English and French, is married, and has three children.

İBRAHİM TAŞKIN

Board Member

Born in Trabzon in 1965, İbrahim Taşkın graduated from Istanbul University Faculty of Law in 1986. He completed military service in Şanlıurfa in 1988 as a Disciplinary Officer. Since 1989, he has been a registered freelance lawyer at the Istanbul Bar Association. He also taught constitutional law and criminal law at the Florya Police Training Center (1990–1994). Since 2004, he has led Legal Affairs at Yıldız Holding and currently serves as "Global Head of Legal Affairs." He also serves as a board member in various group companies and is the Chairman of the Honor Committee and Food Security and Defense Committee. He is married with four children and speaks English.

FATMA PINAR ILGAZ

Independent Board Member

Graduated from Bornova Anatolian High School (1983) and Boğaziçi University, Faculty of Administrative Sciences, Department of Public Administration (1988). Specialized in HR, organizational structure, governance, and TQM. She worked at Emlak Bank and Vakıf Leasing before joining ARGE in 1995, where she is currently a Managing Partner. She has led over 100 projects across various industries and company sizes. She provides long-term consultancy in governance, strategy, and performance management. She is Vice Chair at Argüden Governance Academy and OSVD, and involved in multiple organizations promoting gender equality and governance. She completed the "More Women on Boards" program.

FÜSUN KURAN

Independent Board Member

Started her career in auditing at Arthur Andersen, later becoming General Manager at Stefanel in 2001 and CEO of RMK Classic in 2013. Twice elected as Chair of the Trademark Association (TMD), she now serves as Vice Chair. She is also the CEO of Make-A-Wish Turkey and, since 2022, CEO and board member at TutumluAnne.com. Since May 2022, she serves as an Independent Board Member at Ülker Bisküvi.

ANNEX-3: DIVIDEND DISTRIBUTION POLICY

The Company's Dividend Distribution Policy is determined in accordance with the provisions of the Turkish Commercial Code, Capital Markets legislation, tax legislation, other applicable legal regulations, and the Articles of Association, taking into account the Company's medium- and long-term strategies, investment and financial plans, the state of the national economy and the industry, and balancing shareholder expectations with the Company's needs. In line with capital market regulations, the Company aims to distribute up to 70% of its net distributable profit for each fiscal year in cash and/or shares, provided that it can be covered from existing sources in legal records. This policy is subject to change depending on the Company's financial position, funding needs for planned investments, sectoral conditions, and economic developments. The Board of Directors reviews the policy annually. The General Assembly may decide to distribute a higher dividend or allocate all or part of the profit to extraordinary reserves. If the Board proposes not to distribute dividends, the rationale and intended use of retained earnings are disclosed to shareholders at the General Assembly. Each fiscal year, the Board of Directors passes a separate resolution regarding dividend distribution and discloses the proposal publicly and on the Company's website, in compliance with regulations. The General Assembly may approve or reject the proposal. Dividends are distributed equally to all existing shares, regardless of issuance or acquisition date, and payment shall commence on

later than the end of the year in which the General Assembly meeting is held, on a date determined by the General Assembly or the Board, if authorized. The Company may consider distributing advance dividends or paying dividends in equal or unequal installments in line with applicable regulations.