



**Information Document related to
the Ordinary General Meeting for
2022**

KEREVİTAS

KEREVİTAS GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ From the Board of Directors; Invitation to the Ordinary General Meeting of 2022

Dear Shareholders,

Our Company's Ordinary Shareholders' General Meeting for the year 2022 will be held on 13/06/2023 at 14:00 "Kisikli Mah. Ferah Cad. No:1 B.Camlıca Uskudar-Istanbul" address according to the agenda specified below. (*)

Regarding the issues to be discussed at the Ordinary General Assembly in accordance with the CMB Corporate Governance Principles and CMB Communiqués; the General Assembly Meeting agenda, Board of Directors Activity Report for the 2022 Activity Year, Financial Statements and Independent Audit Report, Proposal for Profit Distribution and the Corporate Governance Principles Compliance Report in the annex of the Annual Report and the Detailed Information Note containing the necessary explanations for compliance with these agenda items and the regulations of the Capital Markets Board will be made available for review by our esteemed shareholders three weeks before the meeting, within the statutory period, at the Company Headquarters, on the Company website at www.kerevitas.com.tr, on the Public Disclosure Platform and on the Electronic General Assembly system.

Shareholders who wish to attend the General Assembly Meeting in person or through their representatives in an electronic environment as per article 1527 of Turkish Commercial Code must declare this preference through the MKK system with the Electronic General Assembly System (EGKS). In the event that the representative will attend the General Meeting instead of the shareholder, the identity information of the representative must be recorded in the EGKS. In cases where the representative will physically attend the meeting, authorization can be given in this way.

Pursuant to article 415 of the Turkish Commercial Code, our shareholders or their representatives whose shares are dematerialized within the framework of Central Securities Depository (MKK) regulations and whose names are on the list of shareholders, will be able to attend the General Meeting. Shareholders whose names are on this list can physically attend the Ordinary General Meeting of our Company by showing their identity cards.

Shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and no. 28395, and the "Communiqué on Electronic General Assembly System to be Implemented in General Assembly of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and no. 28396. Otherwise, they will not be able to attend the meeting. Detailed information on EGKS can be found at www.mkk.com.tr.

Shareholders who can't attend the meeting in person should issue their power of attorneys in accordance with the example given below or obtain the power of attorney form sample from our Company Headquarters and the Company website at www.kerevitas.com.tr in order to exercise their voting rights by proxy and they are required to comply with the issues stipulated in the "Communiqué on Voting by Proxy and Proxy Solicitation" of the Capital Markets Board numbered II-30.1 published in the Official Gazette dated 24.12.2013 and numbered 28861, and then to submit their notarized power of attorneys.

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 and vote in the General Meeting is not subject to the condition of depositing the share certificates. Within this frame, if our shareholders wish to attend the General Assembly Meeting, they don't need to have their shares blocked.

Without prejudice to the voting provisions in the electronic environment regarding the voting of the agenda items at the Ordinary General Assembly Meeting, open voting method will be used by show of hands.

Respectfully submitted for the information of esteemed Shareholders.

(*) In accordance with Article 29 of the Capital Market Law, registered letters won't be sent to our shareholders for the invitation to the General Meeting.

Yours faithfully,

KEREVITAS GIDA SANAYI VE TICARET A.S.
AGENDA OF THE ORDINARY GENERAL MEETING FOR 2022

1. Opening and establishing the meeting chairmanship,
2. Giving the authorization with regard that the General Meeting Minutes be signed by the Chairmanship of the Meeting,
3. Reading and discussing the annual report of the Board of Directors for the 2022 accounting period,
4. Reading the independent external audit report summary for the 2022 accounting period,
5. Reading, discussing and approving the consolidated financial statements for the 2022 accounting period,
6. Discussing and deciding on the dismissal of each members of the Board of Directors for their activities and actions for the 2022 accounting period,
7. Approval of the duties of the new Board Members appointed within the period,
8. Re-election of two Independent Members of the Board of Directors and determination of their terms of office, due to the fact that our Company has been included in the 1st Group Companies since 2023 with the Capital Markets Board's Announcement dated 12.01.2023 and no. 2023/2,
9. Determining the rights of the members of the board of directors members such as remuneration, attendance fee, bonus and premium,
10. Discussion and agreement on the proposals on profit distribution prepared by the Board of Directors,
11. Discussing and deciding on the amendment of Article 12 of our Company's Articles of Association, titled "Meetings of the Board of Directors", which includes the permissions of the Capital Markets Board and the Ministry of Commerce,
12. Discussing and deciding on the proposal of the Board of Directors regarding the election of independent external audit organization for the audits of accounts and transactions in the fiscal year 2023, in accordance with the Turkish Commercial Code and capital market legislation
13. Giving information about the donations and aids made in the accounting period of 2022; Discussing and deciding on the Board of Directors' proposal for the determination of the donation limit for the period between 01/01/2023 and 31/12/2023,
14. Giving information to the partners about the guarantees, pledges and mortgages given by the Company in favor of 3rd parties and the income or interest they have obtained, in accordance with the regulations of the Capital Markets Board,
15. Discussing and deciding on giving permission to the members of the Board of Directors pursuant to Articles 395 and 396 of the Commercial Code, in order for them to carry out the works that are or are not of the subject of the Company on their behalf or in behalf of others, to be able to become partners to the companies performing such kinds of works and to perform other transactions,
16. Closing

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CAPITAL MARKETS BOARD

ADDITIONAL EXPLANATIONS MADE WITHIN THE SCOPE OF ARTICLE 1.3.1 OF CORPORATE GOVERNANCE PRINCIPLES COMMUNIQUE (SERIAL: II NO: 17.1)

1.3.1.a - As of the date of the announcement, the total number of shares and voting rights reflecting the shareholding structure of the company, if there are privileged shares in the capital of the company, the number of shares representing each privileged share group and voting rights:

There are no any privileges regarding the exercise of voting rights contained in the articles of association. According to the articles of association, each share gives one voting right. As of the latest situation, the shareholding structure of the Company is as follows;

| Name-Surname of the Shareholder/ Trade Name | Share in Capital (TL) | Share in Capital (%) |
|--|-----------------------|----------------------|
| Yildiz Holding A.S. | 359.245.940,87 | 54,27% |
| Ufuk Yatirim Yonetim Gayrimenkul A.S. | 41.429.804,18 | 6,26% |
| Murat Ulker | 66.079.898,07 | 9,98% |
| Other | 195.244.356,88 | 29,49% |
| Total | 662.000.000,00 | 100,0% |

1.3.1.b - Information on the changes in the management and activities of the company and its subsidiaries that have taken place in the previous accounting period or planned in the future accounting periods, which will significantly affect the activities of the partnership, and the reasons for these changes.

If there is a significant change in the management and activity subjects that will significantly affect the company's activities, public disclosure is made within the framework of the relevant communiqué.

1.3.1.c - Information on the dismissal, replacement or election of the members of the board of directors on the agenda of the general assembly meeting, if any; justification for their dismissal and replacement, CVs of persons whose candidacy for board of directors has been submitted to the partnership, their duties in the last ten years and reasons for leaving, the nature and importance level of the partnership and their relationship with its related parties, whether they have independence or not, and similar issues that may affect the partnership activities in case these persons are elected as members of the board of directors.

Due to the fact that our Company has been included in the 1st Group Companies since 2023 with the Capital Markets Board's Announcement dated 12.01.2023 and no. 2023/2, it has been conveyed to our Company that it has been decided not to express any negative opinion about Mr. Ahmet Murat YALNIZOGLU and Ms. Ceyda AYDEDE, who were presented as independent board member candidates in accordance with the Corporate Governance Communiqué of the Capital Markets Board. Within this frame, the independent board memberships of Ms. Ahmet Murat YALNIZOGLU and Ms. Ceyda AYDEDE will be submitted for approval at the General Meeting. After the resignation of Mr. Huseyin Avni METINKALE, who resigned from the Board of Directors of our company, it has been decided to elect Mr. Sukru CIN to the vacated membership of the Board of Directors and this matter will be submitted for approval at the General Meeting.

1.3.1.ç - The requests submitted by the shareholders of the partnership in writing to the Investor Relations Department regarding the inclusion of an item on the agenda, in cases where the board of directors doesn't accept the agenda proposals of the partners, the proposals that are not accepted and the reasons for rejection.

No such request was submitted for the Ordinary General meeting where the operating results of 2022 will be discussed.

1.3.1.d - In case of a change in the articles of association on the agenda, together with the decision of the relevant board of directors, the old and new forms of the amendments to the articles of association:

In order to comply with the capital market legislation, it has been decided to amend the 12th article of our Company's articles of association, titled "Meetings of the Board of Directors". The approval of the Capital Markets Board regarding the draft amendment to the Articles of Association has been received as of 31.03.2023 and will be submitted to the approval of the shareholders at the first General Assembly meeting to be held, following the permission of the Ministry of Customs and Commerce.

KEREVITAS GIDA SANAYI VE TICARET ANONIM SIRKETI ARTICLES OF ASSOCIATION AMENDMENT TEXT

| CURRENT TEXT | DRAFT TEXT |
|--|---|
| <p>ARTICLE 12 - MEETINGS OF THE BOARD OF DIRECTORS The relevant provisions of the Turkish Commercial Code and the Capital Markets Legislation shall apply to the meetings of the Board of Directors.</p> | <p>ARTICLE 12 - MEETINGS OF THE BOARD OF DIRECTORS The Board of Directors convenes at times deemed necessary for the Company's business upon the call of the chairman or the deputy chairman. Each of the members of the board of directors may request the board to be called for a meeting by applying to the chairman or deputy chairman in writing. The meeting agenda of the Board of Directors shall be determined by the chairman of the board of directors. The agenda can be changed with the decision of the Board of Directors. Pursuant to article 390/4 of the Turkish Commercial Code, if none of the members requests a meeting, the decisions of the Board of Directors can be taken without holding a meeting by obtaining the written approval of the majority of the total number of members, provided that a proposal made in the form of a written decision which was made by one of the members is submitted to each member of the Board of Directors and that no member requests a meeting for that proposal.</p> |

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| | <p>Those who have the right to attend the meetings of the Board of Directors of the Company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The Company may either establish an Electronic Meeting System which will enable right-holders to attend these meetings in the electronic media and vote, or procure services from systems that have been established for these purposes, as per the provisions of the Communiqué on Assemblies that will be held in the Electronic Media other than General Assemblies of Joint Stock Companies, for Trading Companies. In the meetings to be held, it is ensured that the right holders can exercise their rights specified in the relevant legislation within the framework specified in the provisions of the Communiqué through the system established pursuant to this provision of the articles of association or through the system to be provided with support services.</p> <p>The meeting and resolution quorums of the Board of Directors are subject to the provisions of the Turkish Commercial Code.</p> <p>The meeting place is the company headquarters. However, the board of directors may convene elsewhere with a decision.</p> <p>Members who don't attend the meeting can't vote.</p> |
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POWER OF ATTORNEY

I hereby appoint, who is introduced in detail below, as my proxy, to be authorized to represent us/me, to vote, to make proposals and to sign the necessary documents in line with the views I have stated below at the ordinary general meeting of Kerevitas Gıda Sanayi ve Ticaret A.Ş. to be held on 13/06/2023 at 14:00 Kisikli Mah. Ferah Cad. No:1 B.Camlica Uskudar/Istanbul address.

Proxy's(*):

Name, Surname / Commercial Title:

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For proxies of foreign nationality, it is obligatory to submit the equivalents of the aforementioned information, if any.

Note: The power of attorney must be notarized.

For the sections 1 and 2 given below, one of the options (a), (b) or (c) should be chosen to determine the scope of the representation authority.

1. Regarding the Matters Included in the Agenda of the General Meeting;

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is authorized to vote in line with the proposals of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case (c) choice is selected by the shareholder, one of the options (accept or reject) given opposite the relevant general assembly agenda item is marked and in case the reject option is selected, it is given by stating the dissenting opinion, if any, which is requested to be written in the minutes of the general assembly meeting.

| Agenda Items (*) | Accept | Reject | Dissenting Opinion |
|--|--------|--------|--------------------|
| 1. Opening and establishing the meeting chairmanship, | | | |
| 2. Giving the authorization with regard that the General Meeting Minutes be signed by the Chairmanship of the Meeting, | | | |
| 3. Reading and discussing the annual report of the Board of Directors for the 2022 accounting period, | | | |
| 4. Reading the independent external audit report summary for the 2022 accounting period, | | | |
| 5. Reading, discussing and approving the consolidated financial statements for the 2022 accounting period, | | | |
| 6. Discussing and deciding on the dismissal of each members of the Board of Directors for their activities and actions for the 2022 accounting period, | | | |
| 7. Approval of the duties of the new Board Members appointed within the period, | | | |
| 8. Re-election of two Independent Members of the Board of Directors and determination of their terms of office, due to the fact that our Company has been included in the 1st Group Companies since 2023 with the Capital Markets Board's Announcement dated 12.01.2023 and no. 2023/2, | | | |
| 9. Determining the rights of the members of the board of directors members such as remuneration, attendance fee, bonus and premium, | | | |
| 10. Discussion and agreement on the proposals on profit distribution prepared by the Board of Directors, | | | |
| 11. Discussing and deciding on the amendment of Article 12 of our Company's Articles of Association, titled "Meetings of the Board of Directors", which includes the permissions of the Capital Markets Board and the Ministry of Commerce, | | | |
| 12. Discussing and deciding on the proposal of the Board of Directors regarding the election of independent external audit organization for the audits of accounts and transactions in the fiscal year 2023, in accordance with the Turkish Commercial Code and capital market legislation | | | |
| 13. Giving information about the donations and aids made in the accounting period of 2022; Discussing and deciding on the Board of Directors' proposal for the | | | |

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| determination of the donation limit for the period between 01/01/2023 and 31/12/2023, | | | |
| 14. Giving information to the partners about the guarantees, pledges and mortgages given by the Company in favor of 3rd parties and the income or interest they have obtained, in accordance with the regulations of the Capital Markets Board, | | | |
| 15. Discussing and deciding on giving permission to the members of the Board of Directors pursuant to Articles 395 and 396 of the Commercial Code, in order for them to carry out the works that are or are not of the subject of the Company on their behalf or in behalf of others, to be able to become partners to the companies performing such kinds of works and to perform other transactions, | | | |
| 16. Closing | | | |

- Voting is not done on information items.

(*) Matters in the agenda of the General Meeting are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.

2. Special instruction regarding other issues that may arise in the General Meeting and especially the use of minority rights:

a) The proxy is authorized to vote in line with his/her own opinion.

b) The proxy is not authorized to represent in these matters.

c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the proxy are specified here.

The shareholder chooses one of the options below and specifies the shares he/she wants the proxy to represent.

1. I approve the representation of my shares detailed below by the proxy.

a) Composition and series:*

b) Number/Group:**

c) Pieces-Nominal value:

ç) Whether there is a voting privilege:

d) Bearer-Registered:*

e) Ratio of shareholder to total shares/voting rights:

*This information is not requested for the dematerialized shares.

**For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I approve the representation by the proxy of all of my shares in the list of shareholders who can attend the general assembly prepared by MKK the day before the general assembly day.

NAME, SURNAME or TITLE OF THE SHAREHOLDER(*)

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

Address:

(*) For shareholders of foreign nationality, it is obligatory to submit the equivalents of the aforementioned information, if any.

SIGNATURE