

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2022 OF PINAR
ENTEGRE ET VE UN SANAYİİ ANONİM ŞİRKETİ**

The 2022 Ordinary General Assembly Meeting of **PINAR ENTEGRE ET VE UN SANAYİİ ANONİM ŞİRKETİ** was held on March 29, 2023, Wednesday, at 14:30, at Altın Yunus Mahallesi 3215 Sk. No:38 Çeşme/İzmir, under the supervision of the Ministry Representatives Ms. Pinar ÖZCAN and Ms. Pinar DEMİR, appointed by T.C. İzmir Valiliği Ticaret İl Müdürlüğü as of March 23, 2023, in accordance with their letter dated 23.03.2023 with reference number 83908378.

The notice for the meeting, as prescribed by the Law and the Articles of Association, including the agenda, was duly made within the specified period by announcing in the Turkish Trade Registry Gazette on March 7, 2023, with the issue number 10784, and additionally by sending letters to registered shareholders and notifying the meeting date and agenda, also published on the company's website www.pinar.com.tr and on the e-general assembly system of the Central Securities Depository Institution.

Upon examination of the attendance list reveals that 4,333,500,000 shares, corresponding to the company's capital of 43,335,000.-TL, were represented at the meeting. Out of this total, 1,739,444.-TL worth of shares were represented in person, and 34,097,112.62.-TL worth of shares were represented by proxy, making a total of 34,098,852.064.-TL shares represented at the meeting. It is thus understood that both the minimum quorum required by law and the Articles of Association is met, and the company auditor, PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., is present at the meeting.

In accordance with Article 1527 of the Turkish Commercial Code, it has been determined that the Company has fulfilled the Electronic General Assembly preparations in compliance with legal regulations. The meeting was opened simultaneously in both physical and electronic environments by the Board Member Mr. Yılmaz GÖKOĞLU, and the agenda items were discussed.

Mr. Yılmaz GÖKOĞLU, a member of the Board of Directors, briefly explained the Electronic General Assembly application.

1. Mr. Yılmaz GÖKOĞLU was elected as the Chairman of the Meeting, and Ms. Tuğba SAYALI was appointed as the Vote Collector and Ms. Nazan YILDIRIM was appointed as the Recorder, with the positive vote and majority of 34,098,852.064 TL.
2. It was decided unanimously and with the positive vote of 34,098,852.064 TL shares to authorize the Meeting Chairmanship to sign the General Assembly minutes.
3. The 2022 Activity Report prepared by the Company Board of Directors was read in outline. Since the annual report is available at least three weeks before the general assembly meeting, on the Company's website www.pinar.com.tr, at the Company headquarters, on the Public Disclosure Platform and in the Merkezi Kayıt Kuruluşu's Electronic General Assembly System, the 2022 activity report In their booklets, information was given about their acceptance as announced to the public. The activity report was opened for discussion. Marmara Capital Portföy Yönetimi A.Ş. attended the meeting physically. Individual representative Haydar Acun took the floor and conveyed his questions and demands in

writing to the Presidency of the Council. Company Officials made statements and explanations. As a result of the negotiations, the 2022 Activity Report was approved unanimously with the positive vote of the share worth 34,098,852.064 TL.

4. The Independent Audit Report for the fiscal year 2022 was read and discussed.
5. The Company's independently audited 2022 financial statements, prepared within the framework of the Capital Markets Legislation, shall be available at the Company's website www.pinar.com.tr, at the Company's headquarters, on the Public Disclosure Platform and on the Merkezi Kayıt Kuruluşu's electronic website, at least three weeks before the general assembly meeting. It was announced to the public in the General System and shareholders were informed about its acceptance as announced. The main account items of the balance sheet and income statement dated 31.12.2022 were read. The profit/loss account and company balance sheet for 2022 were discussed. The article was voted on. The profit/loss account and company balance sheet for 2022 were accepted as is, with the positive vote of 34,098,852.064 TL shares and unanimously.
6. Members of the Board of Directors were acquitted unanimously and with the positive vote of 34,098,852.064 TL shares.
7. In accordance with the Turkish Commercial Code, taking into account the recommendations of the Board of Directors, KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., as an Independent Audit Company, has been appointed for a period of 1 year, to cover the accounting period of 2023 and to audit the Financial Statements and Reports of our Company. It was decided to approve the election unanimously, with the positive vote of 34,098,852.064 TL shares.
8. In accordance with Article 7 of the Company's Articles of Association, the number of members of the Board of Directors was determined as a total of 7 members, including 2 independent members, with the positive vote of 34.098.852,064 TL shares and the positive vote of TL. For Board Memberships Ms. Emine Feyhan YAŞAR, Ms. İdil YİĞİTBAŞI, Mr. Kemal SEMERCİLER, Mr. Yılmaz GÖKOĞLU, Mr.Mehmet AKTAŞ and as Independent Members of the Board of Directors. Mr. Sezai BEKGÖZ and Ms. Nalan ERKARAKAŞ was elected unanimously and with the positive vote of the share amounting to 34,098,852.064 TL, to serve for 1 year until the Ordinary General Assembly to be convened to review the 2023 accounts.

Information was given about the CVs of the Members of the Board of Directors, which were announced on the company website before the General Assembly meeting.

9. In the negotiations regarding the payment of wages to the Members of the Board of Directors, a monthly gross salary of 11,500.-TL will be paid to each Member of the Board of Directors until the 2023 Ordinary General Assembly Meeting. It was decided unanimously to pay the fee, with the positive vote of the share amounting to 34,098,852.064 TL.

10. In accordance with Article 12 of the Capital Markets Board's Corporate Governance Communiqué numbered II-17-1; The general assembly was informed that our company has not given any guarantee, pledge, mortgage or surety in favor of third parties.
11. Information was provided to the partners regarding the donations and aid made by the Company to various institutions and organizations in 2022, and the upper limit of the donations to be made in 2023 will be up to 5 per thousand of the Company's Total Assets included in the last annual balance sheet disclosed to the public within the framework of the Capital Markets Legislation, 34,098. The decision was taken unanimously and with the positive vote of the share worth 852,064 TL.
12. Negotiations began regarding the year's profit. The proposal of the Company's Board of Directors regarding profit distribution was read. Yaşar Holding A.Ş. representative Atty. Tuğba Sayali asked to speak and stated that she wanted to make an additional suggestion regarding the snow clause. It was promised: "37,674,272 TL, which was not distributed in 2021 and taken into extraordinary reserves, should also be subject to distribution and the distribution should be made together with this addition."

By evaluating both offers together, in calculating the net distributable profit for 2022; Taking into account the Turkish Commercial Code, Capital Markets Legislation, Corporate Tax, Income Tax and other legal legislation provisions, articles of our articles of association regarding profit distribution and our Profit Distribution Policy; According to our company's independently audited financial statements prepared in accordance with the Capital Markets Board's Communiqué II-14.1 and based on Turkish Accounting Standards, the net profit for the year 2022 is 325,530,470 TL, without allocating a General Legal Reserve Fund due to reaching its legal limit. , net distributable profit for the period was calculated as 325,530,470 TL and based on the calculated distributable profit; With the proposal to distribute 37,674,272 TL, which was not distributed in 2021 and was taken into extraordinary reserves; In parallel with the CMB regulations, taking into account the donations of 359,500 TL made during the year, the First Dividend will be distributed to the Partners in the amount of 65,177,994 TL, corresponding to 20% of the distributable profit, and the Board of Directors' Allocation will be allocated from the remaining amount, not exceeding the 5% rate in the articles of association, from the remaining amount. Profit share will be distributed to foundations established for various purposes, not exceeding 3%, and the remaining amount will be distributed to the Partners in the amount of Second Dividend in the amount of 70,893,906 TL, the total net amount of which, together with the First Dividend amount, will reach 282.60% of our nominal issued capital (43,335,000 TL). Distribution of shares (total net amount of the First and Second Dividend is 122,464,710 TL), setting aside a General Legal Reserve Fund of 15,432,572 TL and allocating the remaining amount as Extraordinary Reserve Fund and making dividend payments on April 3, 2023, Management The first proposal of the Board was unanimously approved by the positive vote of 34,098,852.064 TL shares; It was decided to accept the additional proposal as article 12.1 by adding it to this article, with 5,168,465 TL of negative votes and 28,930,387,064 positive votes and a majority vote. In accordance with the said decision; For each share traded on the stock exchange with a nominal amount of 1 TL, a net cash dividend payment of 2.8260 TL will be made.

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13. It was decided unanimously and with the positive vote of 34,098,852.064 TL shares to authorize the Members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code.

14. Shareholders who took the floor in the wishes item of the agenda made wishes and wishes for 2023.

Since there was no other issue to be discussed on the agenda, the meeting was ended at 15:10 and the general assembly meeting was closed. 29.03.2023