

**PINAR SÜT MAMULLERİ SANAYİİ A.Ş. INFORMATION DOCUMENT REGARDING THE ORDINARY  
GENERAL ASSEMBLY MEETING ON MAY 31, 2024**

Our company's Ordinary General Assembly Meeting for the fiscal year 2023 will be held on Friday, May 31, 2024, at 09:30, at Altın Yunus Mah. 3215 Street No:38 Çeşme/İzmir. Shareholders of our company can attend the Ordinary General Assembly Meeting either in person or through representatives, either physically or electronically. Electronic participation in the meeting is possible through secure electronic signatures of shareholders or their representatives. Therefore, shareholders who will use the Electronic General Assembly System must first have a secure electronic signature and register with the Merkezi Kayıt Kuruluşu A.Ş. ("MKK") e-MKK Information Portal. Shareholders or representatives who are not registered with the e-MKK Information Portal and do not possess secure electronic signatures will not be able to participate in the general assembly meeting electronically.

Shareholders or representatives who wish to participate in the meeting electronically must fulfill their obligations in accordance with the "Regulation on Electronic General Assemblies in Joint Stock Companies" published in the Official Gazette No. 28395 dated August 29, 2012, and the "Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies" published in the Official Gazette No. 28396 dated August 29, 2012.

Shareholders who will attend the meeting through a physical power of attorney must also comply with the provisions specified in the Capital Markets Board's Communiqué II-30.1 on "Voting by Proxy and Collection of Proxy via Announcement," and they must present their notarized proxies in accordance with the sample below. The sample power of attorney form is available at our Company's headquarters, at Akdeniz Mah. Şehit Fethi Bey Street No.120/101 Konak/İZMİR, and on our Company's website at [www.pinar.com.tr](http://www.pinar.com.tr).

The financial reports for the fiscal year 2023, the independent audit firm's report, the Board of Directors' profit distribution proposal, the activity report, and the information document regarding the agenda items have been made available for shareholders to review at our Company's headquarters at Yunus Emre Mah. Kemalpaşa Cad. No:317 Bornova/İZMİR, at Akdeniz Mah. Şehit Fethi Bey Street No.120/101 Konak/İZMİR, and on our Company's website at [www.pinar.com.tr](http://www.pinar.com.tr), starting from three weeks before the general assembly meeting.

## CAPITAL MARKETS BOARD REGULATORY DISCLOSURES

In accordance with the Capital Markets Board's Corporate Governance Communiqué numbered II17.1, the additional disclosures required by the agenda items are provided below. General explanations are presented in this section.

### 1. Total Number of Shares Reflecting the Corporate Structure and Voting Rights

The Issued Capital of the Company consists of a total of 4,495,105,125 shares, with 172,800 shares of A Group Registered amounting to 1,728 TL, 126,000 shares of B Group Registered amounting to 1,260 TL, and 4,494,806,325 shares of C Group Bearer amounting to 44,948,063.25 TL. The total issued capital is 44,951,051.25 TL.

In the issued capital of 44,951,051.25 TL, the A Group Registered and B Group Registered shares hold the privilege to nominate candidates for the Board of Directors. The Company's articles of association do not contain any privileges related to the use of voting rights at the general assembly. The table below illustrates the total number of shares reflecting the company's ownership structure and the corresponding voting rights:

Shareholder	Share Amount	Capital Ratio %	The Ratio of Voting Rights %
YAŞAR HOLDİNG A.Ş.	27,603,901.57	61.41%	61.41%
OTHER	17,347,149.68	38.59%	38.59%
TOTAL	44,951,051.25	100.00%	100.00%

### 2. Requests submitted in writing by shareholders for agenda items in the Investor Relations Department:

No such requests have been submitted.

### 3. Information about changes in management and activities that will significantly affect the partnership activities of the company:

At the Board of Directors meeting held on 09.10.2023, the resignation of Mr. Kemal Semerciler, one of our Board Members was accepted, and the vacant Board Membership will be proposed to the General Assembly for approval, with Ms. Seçkin ŞENOL being appointed as an Independent Board Member.

Special situation disclosures made by our company within the scope of relevant legislation can be accessed at <http://www.kap.org.tr>.

## **31 MAY 2024 ANNUAL GENERAL ASSEMBLY MEETING - EXPLANATIONS REGARDING AGENDA ITEMS**

### **1. Opening and Election of the Meeting Presidency**

In accordance with the "Turkish Commercial Code" (TCC) and the Regulation of the Ministry of Commerce regarding the general assembly meetings of joint-stock companies, the election of the Meeting Presidency, which will manage the General Assembly meeting will be conducted.

### **2. Authorization of the Meeting Presidency for the Signing of the General Assembly Meeting Minutes**

Within the framework of the TCC and the Regulation, the General Assembly will vote on authorizing the Meeting Presidency to sign the General Assembly Meeting Minutes, where the decisions made during the meeting will be recorded.

### **3. Reading, Discussion, and Approval of the 2023 Activity Report Prepared by the Company Board of Directors**

In accordance with the Turkish Commercial Code and the Regulation, the Activity Report of the Board of Directors for the period of 01.01.2023-31.12.2023, made available for examination by shareholders at our company headquarters and on the company website ([www.pinar.com.tr](http://www.pinar.com.tr)) three weeks before the General Assembly, will be read and discussed during the General Assembly meeting. The aforementioned report can also be accessed from our company headquarters, Kamuyu Aydınlatma Platformu ([www.kap.gov.tr](http://www.kap.gov.tr)), or the company website ([www.pinar.com.tr](http://www.pinar.com.tr)).

### **4. Reading and Discussion of the Independent Audit Report for the 2023 Accounting Period**

The Independent Audit Report for the fiscal period of 01.01.2023-31.12.2023, will be presented, read, and discussed at the General Assembly. The mentioned report is accessible for review and discussion at the Company's Headquarters, Kamuyu Aydınlatma Platformu ([www.kap.gov.tr](http://www.kap.gov.tr)), or the company website ([www.pinar.com.tr](http://www.pinar.com.tr)).

### **5. Reading, Discussion, and Approval of the Financial Statements for the 2023 Accounting Period**

The financial statements prepared in accordance with the Turkish Accounting Standards (TAS) and the financial statement formats determined by the Capital Markets Board (CMB) and the Turkish Commercial Code (TCC) regulations will be read and presented to the General Assembly for approval in accordance with the regulations. The Company's Financial Statements can be accessed at the Company's Headquarters, Kamuyu Aydınlatma Platformu ([www.kap.gov.tr](http://www.kap.gov.tr)), or the company website ([www.pinar.com.tr](http://www.pinar.com.tr)).

### **6. Approval of the Membership of the Board of Directors Vacated During the Year**

At the Board of Directors meeting held on 09.10.2023 of our company; the resignation of Mr. Kemal Semerciler, one of our Board Members was accepted, and Ms. Seçkin ŞENOL was elected

to fill the vacant Board Membership as an Independent Board Member, and it was decided to present her membership for approval at the first general assembly.

**7. Approval of the Board of Directors for the 2023 Activities of the Company**

The General Assembly will vote on approving the actions and transactions of the members of the Board of Directors for the year 2023, in compliance with the TCC and the Regulation.

**8. In accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board, the selection of the Independent Audit Firm by the Board of Directors shall be submitted to the approval of the general assembly**

In the framework of the Turkish Commercial Code and the Capital Markets Board's Communiqué No: X, No: 22 "Communiqué on Independent Audit Standards in the Capital Markets", the decision of the Board of Directors, taking into account the opinion of the Audit Committee, will be presented to the General Assembly for approval.

**9. Negotiation and Decision on the Amendment of Article 6 of the Company Articles of Association Titled 'Registered Capital' subject to obtaining the necessary permissions from the Capital Markets Board and the Ministry of Trade.**

The old and new forms of the aforementioned article are included in Appendix-1.

**10. Determination of the Number of Board Members, Their Terms of Office, and the Election of Independent Board Members**

In compliance with the Turkish Commercial Code, regulations and the Capital Markets Board, new members will be elected to replace those whose terms have expired based on the decision of the General Assembly.

The election of independent board members will be conducted following the guidelines of the Capital Markets Board's Corporate Governance Communiqué II-17.1.

**11. Determination of the Salaries, Per Diems, Bonuses, and Other Rights for Board Members in Accordance with Article 408 of the Turkish Commercial Code**

The monthly remuneration for board members will be determined within the framework of our Compensation Policy.

**12. In compliance with Article 12 of The Capital Markets Board's Corporate Governance Communiqué II-17.1, information will be provided to the shareholders regarding guarantees, pledges, mortgages, and sureties granted by our company to third parties, as well as the income and benefits obtained from these transactions.**

In accordance with Article 12 of the Capital Markets Board's Corporate Governance Communiqué II-17.1, information will be provided to shareholders regarding guarantees, pledges, mortgages, and sureties provided to third parties. This information can be found in Note 14 of our financial statements dated December 31, 2023.

**13. Providing information to shareholders regarding donations made during the year and submitting for approval by the general assembly the donation limit determined within the scope of Capital Markets Legislation,**

In accordance with Article 6, Paragraph 2 of the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution, donations made by our Company during the year will be presented to the General Assembly. The total amount of donations made by our Company to various institutions and organizations in the year 2023 is 9,278,555 TL. The information to be provided in this context is not related to the approval of the general assembly, but solely serves the purpose of providing information.

Furthermore, in accordance with Paragraph 1 of Article 6 of the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution, the limit for donations to be made in the year 2024 will be determined by the General Assembly.

**14. Discussion and decision on the profit for the year,**

In accordance with the Capital Markets Board's (CMB) Communiqué II-14.1 on "Principles Regarding Financial Reporting in the Capital Markets" (Communiqué), and in line with the Principle Decision on inflation accounting practice dated 28.12.2023, based on Turkish Accounting Standards / Turkish Financial Reporting Standards (TAS/TFRS) and Turkey Financial Reporting Standards (TFRS) prepared in accordance with the formats determined by the CMB, and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the financial statements for the period from 01.01.2023 to 31.12.2023, our activities for the year 2023 resulted in a net profit of 284,747,633 TL. The proposal of our company's board of directors regarding this matter will be discussed.

**15. Authorization for Transactions by Board Members According to Articles 395 and 396 of the Turkish Commercial Code**

The matter of granting authority to the members of the Board of Directors to engage in transactions within the framework of Articles 395 titled "Prohibition of Transactions with the Company, Borrowing from the Company" and 396 titled "Prohibition of Competition" of the Turkish Commercial Code (TCC) is being presented to the General Assembly for approval.

**16. Wishes and Opinions, Closing**

**APPENDICES:**

**APPENDIX-1 AMENDMENT PROPOSAL OF ARTICLE 6 TITLED "REGISTERED CAPITAL" OF THE COMPANY'S ARTICLES OF ASSOCIATION**

## **APPENDIX-1**

### **AMENDMENT PROPOSAL OF ARTICLE 6 TITLED "REGISTERED CAPITAL" OF THE COMPANY'S ARTICLES OF ASSOCIATION**

#### **OLD FORM**

#### **REGISTERED CAPITAL**

##### **Article 6-**

The Company has accepted the Registered Capital system in accordance with the provisions of the Capital Markets Law and with the decision numbered 684 dated 20.11.1987 of the Capital Markets Board and has transitioned to this system.

The Registered Capital of the Company is 80,000,000 TL. (EIGHTY MILLION TURKISH LIRA)

Par value of each share: 1 Kr. (1 Turkish Kurus)

The authorization granted by the Capital Markets Board for the registered capital ceiling is valid for the 5-year period between 2021-2025. Even if the registered capital ceiling allowed at the end of 2025 cannot be reached, in order for the Board of Directors to make a decision to increase capital after 2025, it is obligatory for it to obtain authorization from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously allowed ceiling or a new ceiling amount. In the event that such authorization is not obtained, capital increase cannot be made by the decision of the board of directors.

The Issued Capital of the Company consists of:

172,800 units of Class A Registered Shares at 1,728 TL each.

126,000 units of Class B Registered Shares at 1,260 TL each.

4,494,806,325 units of Class C Bearer Shares with a total value of 44,948,063.25 TL.

In total, the Company's issued capital consists of 4,495,105,125 shares with a total value of 44,951,051.25 TL.

Shares representing capital are recorded electronically according to the principles of dematerialization.

A portion of the issued capital, amounting to 43,923,626.25 TL, has been capitalized from internal resources and transferred to the capital free of charge. The entire amount of 1,027,425 TL has been paid in cash and in advance.

The Board of Directors is authorized to increase the issued capital by issuing registered shares up to the registered capital ceiling as deemed necessary in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board between 2021-2025.

The Board of Directors is authorized to arrange new capital needs in separate groups as registered or bearer shares, in accordance with the provisions of the Capital Markets Law, to issue shares above or below their nominal value, to limit the rights of shareholders to subscribe to new shares, or to make decisions that restrict the rights of privileged shareholders.

Following a capital increase from internal resources, existing shareholders are given free shares in proportion to their shares.

## **NEW FORM**

### **REGISTERED CAPITAL**

#### **Article 6-**

The Company has accepted the Registered Capital system in accordance with the provisions of the Capital Markets Law and with the decision numbered 684 dated 20.11.1987 of the Capital Markets Board and has transitioned to this system.

The Registered Capital of the Company is 80,000,000 TL. (EIGHTY MILLION TURKISH LIRA)

Par value of each share: 1 Kr. (1 Turkish Kurus)

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The Issued Capital of the Company consists of:

172,800 units of Class A Registered Shares at 1,728 TL each.

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The Board of Directors is authorized to arrange new capital needs in separate groups as registered or bearer shares, in accordance with the provisions of the Capital Markets Law, to issue shares above or below their nominal value, to limit the rights of shareholders to subscribe to new shares, or to make decisions that restrict the rights of privileged shareholders.

Following a capital increase from internal resources, existing shareholders are given free shares in proportion to their shares.

**For the transfer of Class C registered shares traded on the stock exchange, the regulations of the Capital Markets Board are applied.**

The transfer of Class A registered shares and Class B registered shares not traded on the stock exchange can only be done with the approval of the Company's Board of Directors. In the event a shareholder wishes to transfer Class A or Class B registered shares, the Company may reject the request for approval by offering to purchase the subject shares at their current value at the time of application, either for its own account, for the accounts of other shareholders, or for third parties.