

**MARCH 25, 2021 – İZMİR**

**PINAR SÜT MAMULLERİ SANAYİİ A.Ş. 2020 ORDINARY GENERAL ASSEMBLY MEETING  
OUTCOME IN BRIEF**

2020 Ordinary General Assembly Meeting of Pınar Süt Mamulleri Sanayii A.Ş. was taken place on March 25, 2021, Thursday, at 11:30 at the plant of Pınar Süt A.Ş. at the address Yunus Emre Mah. Kemalpaşa Cad. No.317 Bornova/İZMİR.

According to verification of the participants list, the Company's capital is TL 44,951,051.25 and corresponds to TL 4,495,105,125 shares. TL 225.402 shares, and TL 27,802,553.575 shares were represented in person and by proxy respectively at the meeting.

Pursuant to 1527 numbered article of the Turkish Code of Commerce, Electronic General Assembly preparations were determined to be in accordance with legal regulations and the brief information was given about the Electronic General Assembly implementation. The meeting began at the same time by physically and electronically.

In 2020 Ordinary General Assembly Meeting of our Company which was held on March 25, 2021, the following decisions have been taken.

1. Within the framework of the Turkish Commercial Code and the Capital Markets Board of Turkey and taking the recommendation of the Board of Directors into consideration, PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was elected as the independent audit firm of our company to audit Financial Statements and Reports for a period of one year which covers 2021 fiscal periods.

2. Pursuant to Article 8 of Company's Articles of Association, the number of Board Directors was determined as 3 independent and 7 in total. Emine Feyhan YAŞAR, Mustafa Selim YAŞAR, İdil YİĞİTBAŞI, Cengiz EROL as members of Board of Directors and Kemal SEMERCİLER, Metin AKMAN and Yeşim GÜRA as independent members of Board of Directors were elected to serve until the Ordinary General Assembly to be organized for the reviewing of the accounts of the year 2021. Information about resumes of the members of Board of Directors published in the websites of the Company before the General Assembly Meeting was given.

3. The General Assembly of Shareholders informed about guarantees, pledges, mortgages and other guarantees given by our Company in favor of third parties and all income received thereby, pursuant to Article 12 Communique II-17.1 of CMB.

4. Information was given to the General Assembly concerning The Company's donations and grants to foundations and associations in 2019 and pursuant to CMB legislation an upper limit was decided to be set for donations and grants to be made in 2020, as 0.5% of Total Assets of latest disclosed annual balance sheet.

5. Within the framework of the Registered Capital System Communiqué of the Capital Markets Board numbered II-18.1, the 5-year validity period for the registered capital upper limit of 80,000,000 TL specified in Article 6 of the Company's Articles of Association will expire at the end of 2021. Regarding the amendment of Article 6 of the Company's Articles of Association, titled "Registered Capital", in order to extend the validity period of the company's registered capital ceiling to cover the years 2021-2025, T.R. Preliminary permission letter dated 09.02.2021 and E-29833736-110.04.04-1551 of the Capital Markets Board Presidency Partnership Finance Department and T.R. The preliminary permission, dated 17.02.2021, numbered E-50035491-431.02-00061546729, obtained from the Ministry of Trade, General Directorate of Domestic Trade, and the old and new versions of the article were read and discussed. The amendment was accepted with the approval of the Capital Markets Board and the permission of the Ministry.

## **OLD VERSION**

### **REGISTERED CAPITAL**

#### **Article 6-**

The company, in accordance with the provisions of the Capital Market Law dated 20.11.1987 and numbered 684 has adopted the Registered Capital System and has switched to this system.

Registered capital of the company: 80,000,000 TL. (EIGHTYMILLION TURKISH LIRAS)

Nominal value of each share: 1 Kr

The registered capital ceiling permission given by the Capital Market Board is valid for a period of 5 (five) years from 2017-2021. Even if the permitted registered capital ceiling is not reached at the end of 2021, in order for the board of directors to take a decision to increase the capital beyond 2021, it is obligatory 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 case of failure to obtain the said authorization, the capital increase cannot be made with the decision of the board of directors.

#### **Issued Capital of the Company**

It consists of 4,495,105,125 shares as a whole including 172,800 shares in the name of Group A at 1,728 TL, 126,000 shares in the name of Group B at 1,260 TL, 4,494,806,325 payable of Group C bearer at 44,948,063.25 TL and is 44,951,051.25 TL

Shares representing capital are monitored within the framework of dematerialization principles.

43,923,626.25 TL of the issued capital was paid from internal resources and transferred to the capital free of charge, 1,027,425 TL was paid in cash and in advance.

The Board of Directors is authorized to increase the issued capital for 2017-2021 by issuing in the name of the holder and/or bearer shares up to the registered capital ceiling, whenever it deems necessary, in accordance with the provisions of the Capital Markets Law.

In accordance with the provisions of the Capital Market Law, the Board of Directors is authorized to regulate the new capital needs in separate groups as registered or bearer, to issue shares above or

below their nominal value, to limit the rights of shareholders to purchase new shares, or to take decisions that restrict the rights of privileged shareholders.

At the end of the capital increase made from Internal Resources, free shares are given to the current shareholders in proportion to their shares.

## **NEW VERSION**

### **REGISTERED CAPITAL**

#### **Article 6-**

The company, in accordance with the provisions of the Capital Market Law dated 20.11.1987 and numbered 684 has adopted the Registered Capital System and has switched to this system.

Registered capital of the company: 80,000,000 TL. (EIGHTY MILLION TURKISH LIRAS)

Nominal value of each share: 1 Kr.

The registered capital ceiling permission given by the Capital Market Board is valid for a period of 5 (five) years for **2021-2025**. Even if the permitted registered capital ceiling is not reached at the end of **2025**, in order for the board of directors to take a decision to increase the capital beyond **2025**, it is obligatory 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 case of failure to obtain the said authorization, the capital increase cannot be made with the decision of the board of directors.

#### **Issued Capital of the Company**

It consists of 4,495,105,125 shares as a whole including 172,800 shares in the name of Group A at 1,728 TL, 126,000 shares in the name of Group B at 1,260 TL, 4,494,806,325 payable of Group C bearer at 44,948,063.25 TL and is at 44,951,051.25 TL.

Shares representing capital are monitored within the framework of dematerialization principles.

43,923,626.25 TL of the issued capital was paid from internal resources and transferred to the capital free of charge, and 1,027,425 TL was paid in cash and in advance.

The Board of Directors is authorized to increase the issued capital from 2021-2025 by issuing in the name of the holder and/or bearer shares up to the registered capital ceiling, whenever it deems necessary, in accordance with the provisions of the Capital Markets Law.

In accordance with the provisions of the Capital Market Law, the Board of Directors is authorized to regulate the new capital needs in separate groups as registered or bearer, to issue shares above or below their nominal value, to limit the rights of shareholders to purchase new shares, or to take decisions that restrict the rights of privileged shareholders.

At the end of the capital increase made from Internal Resources, free shares are given to the current shareholders in proportion to their shares

6. In calculating the net distributable profit for 2020; taking into account the requirements of the Turkish Commercial Code, Capital Markets Legislation, Corporate Income Tax Law, Income Tax Law and other applicable legislation, dividend distribution provisions of the Company's articles of incorporation and the Profit Distribution Policy; as the Company financial tables created in accordance with the Capital Markets Board Communiqué II-14.1 and Turkish Accounting Standards and audited by the

independent auditor; among 40,187,453 TL which is the net term profit of 2020, the legal limit has been reached and therefore no General Legal Reserve will be set aside and the net distributable term profit is 40,187,453 TL.

It has been agreed to propose for the approval of the Ordinary General Assembly the issue of the calculated distributable profit, in line with CMB regulations, and by taking into account donations amounting to 4,131,420 TL, the distribution of the First Dividend to Shareholders in the amount of 8,863,775 TL , which corresponds to 20% of the distributable profit, the allocation of the amount not exceeding 5% of the remaining amount in the articles of association for the Board of Directors, and the distribution of a Second Dividend to the Shareholders in the amount of 12,038,464 TL (total net amount of the First and Second Dividend 17,766,903 TL) that will meet 39.53% of the company's capital issued as nominal with the first dividend (44,951,051 TL) over the remaining amount, the allocation of a General Legal Reserve Fund in the amount of 2,110,969 TL and the allocation of the entire remaining amount as an Extraordinary Reserve Fund. It has been decided that the dividend payments will be made on April 30, 2021.

For each share traded on the stock exchange with a nominal value of 1 TL, a net cash dividend of 0.3953 TL will be paid.

Yours Sincerely,

PINAR SÜT MAMULLERİ SANAYİİ A.Ş.