

**ATAKEY PATATES GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ**  
**INFORMATIVE DOCUMENT FOR THE 14/06/2024 ORDINARY GENERAL**  
**ASSEMBLY TO ACTIVITY YEAR 2023**

The Ordinary General Assembly Meeting of our Company for the fiscal year 2023 will be held on 14/06/2024 at 10:00 at Dedeman Istanbul Hotel Pınar - 2 Meeting Hall located at Gayrettepe, Yıldız Posta Cd. No:50, 34340 Beşiktaş/İstanbul with the following agenda.

2023 Annual Report of the Board of Directors and the accompanying Corporate Governance Principles Compliance Report, Financial Statements for the year 2023, Independent Audit Report for the year 2023, Board of Directors' proposal for dividend distribution for the year 2023, Dividend Distribution Policy, Share Buyback Program and the Information Document containing the agenda items and the explanations required for compliance with the Capital Markets Board regulations will be made available for shareholders' review at the Company headquarters, on the Company's corporate website at <https://atakey.com.tr/>, on the Public Disclosure Platform and on the Electronic General Assembly System of the Central Registry Agency within the legal period of three weeks prior to meeting.

Pursuant to Article 1527 of the Turkish Commercial Code No. 6102, our shareholders will be able to attend the General Assembly in person or participate and vote electronically.

The "Shareholders List" regarding the right holders and their representatives attending the meeting is taken from the Electronic General Assembly System before the meeting starts. The "List of Shareholders" is used for the formation of the list of attendees. The control of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Electronic participation in the meeting is only possible if the shareholders or their representatives have an Electronic Signature Certificate. For this reason, shareholders who will make Electronic General Assembly System transactions must first have an Electronic Signature Certificate and register with MKK's e-Investor: Investor Information Shareholders or their representatives who do not register with the Investor Information Center and do not have secure electronic signatures will not be able to participate in the general assembly meeting electronically via EGAS

Our shareholders or their proxies who wish to attend the meeting electronically must complete their transactions in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies to be held electronically" published in the Official Gazette dated 28.08.2012 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be applied in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated 29.08.2012 and numbered 28396. Otherwise, it will not be possible for them to participate in the meeting electronically.

Shareholders who will not be able to attend the meeting in person, as well as shareholders who will participate electronically through the Electronic General Assembly System, are required to arrange their proxies in accordance with the attached sample (ANNEX-1), or to obtain the proxy form from our Company's head office located at Dikilitaş Mah. Emirhan Cad. No:109, Kat:2-

3,D:2-3 Beşiktaş / İstanbul or from our Company's website at <https://atakey.com.tr/>, and to comply with the provisions stipulated in the Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1) published by the Capital Markets Board in the Official Gazette dated 24.12.2013 and numbered 28862. Proxies that do not comply with the mandatory sample provided on our website and are not notarized will not be accepted due to our legal liability. Provided that it complies with the principles set forth in the Communiqué, in the event that a proxy is appointed through the Electronic General Assembly System within the framework of the regulations of the Central Registry Agency, the attached power of attorney is not required to be used. Shareholders with voting rights may appoint a proxy through the Electronic General Assembly System or by having the signature on the proxy form issued physically approved.

Our shareholders who will participate in the General Assembly electronically through the Electronic General Assembly System can obtain information about the procedures and principles regarding participation, appointment of representatives, making proposals, expressing opinions and voting from the website of the Central Registry Agency at [www.mkk.com.tr](http://www.mkk.com.tr).

Pursuant to Article 415, Paragraph 4 of the Turkish Commercial Code (TCC) No. 6102 and Article 30, Paragraph 1 of the Capital Markets Law, the right to attend and vote at the general assembly cannot be conditioned on the deposit of share certificates. Therefore, there is no need for our shareholders who will attend the general assembly to have their shares blocked at the Central Registry Agency (CRA).

However, our shareholders who do not want their identities and the information regarding the shares in their accounts to be notified to our Company and therefore such information cannot be seen by our Company, should apply to the intermediary institutions where their accounts are held and ensure that the "restriction" preventing the notification of their identities and the information regarding the shares in their accounts to our Company is removed at the latest one day before the date of the Ordinary General Assembly Meeting, if they wish to participate in the General Assembly Meeting. Our shareholders who do not ensure the removal of the restriction will not be able to participate in the Ordinary General Assembly Meeting of our Company.

Since the Ordinary General Assembly Meeting will be held electronically, our esteemed shareholders are kindly requested to be present at the meeting place before the meeting time in order for the meeting to start on time.

**ATAKEY PATATES GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ**  
**2023 YEAR OF ACTIVITY**  
**AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING**

- 1- Opening of the meeting, discussion and decision on election of the Chairman Council,
- 2- Reading, discussion and approval of the Board of Directors' Annual Report for the 2023 activity year,
- 3- Reading and discussion of the Independent Audit Report for the 2023 activity year,
- 4- Reading, discussion and approval of the Company's Financial Statements for the activity year 2023,
- 5- Pursuant to the Capital Markets Board's Corporate Governance Communiqué (II-17.1), discussing the Company's "Dividend Distribution Policy" (**Annex-2**) and submitting it to the approval of the shareholders,

- 6- Discussion and approval of the Board of Directors' proposal on distribution of profits for the activity year 2023 (**Annex-3**),
- 7- Discussion and resolution on the release of the members of the Board of Directors from liability with regards to the 2023 activity period,
- 8- Determination of the fees of the Members of the Board of Directors and Independent Members of the Board of Directors,
- 9- Discussion and decision on granting authority to the Members of the Board of Directors according to Articles 395 and 396 of the Turkish Commercial Code,
- 10- Discussion and decision on the selection of the Independent Audit Firm for the 2024 Accounting Period in accordance with the Turkish Commercial Code and Capital Markets Board's regulations,
- 11- Informing the General Assembly about the donations and grants made by the Company in 2023 within the framework of the regulations of the Capital Markets Board and determining and resolving on the upper limit for donations to be made in 2024,
- 12- Informing the General Assembly on any guarantees, pledges, mortgages and surety issued by the Company in favour of third parties in the year 2023 and the income or benefit obtained by the Company, in accordance with the Capital Markets Board's regulations,
- 13- Informing the General Assembly within the scope of principle 1.3.6 of the Corporate Governance Principles,
- 14- 2023 Accounting Period; informing the shareholders about the transactions made with "Related Parties" within the scope of the Capital Markets Board's regulations,
- 15- Submitting the Share Buy-Back Program (**Annex-4**) to the approval of the General Assembly and authorizing the Board of Directors to buy back shares within the framework of the Capital Markets Board's Communiqué on Buy-Back Shares numbered II-22.1, CMB Board Resolution numbered i-SPK.22.7 (dated 14.02.2023 and numbered 9/177 p.k.) and other relevant legislation,
- 16- Wishes and closing.

**ANNEX 1**  
**POWER OF ATTORNEY SAMPLE**  
**ATAKEY PATATES GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ**  
**TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY**

I hereby appoint ....., who is introduced in detail below, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below at the Ordinary General Assembly meeting of ATAKEY PATATES GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ for the 2023 activity year, which will be held on 14/06/2024 at 10:00 at the Dedeman İstanbul Hotel Pınar - 2 Meeting Hall located at the address Gayrettepe, Yıldız Posta Cd. No:50, 34340 Beşiktaş/İstanbul.

Attorney(\*);

Name Surname/Title of Trade:

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

(\* For foreign proxies, the equivalent of the aforementioned information, if any, must be submitted.

**A) SCOPE OF THE AUTHORIZATION OF REPRESENTATION**

**The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.**

**1. About the Matters on the Agenda of the General Assembly;**

- 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 recommendations of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

**Instructions:**

**In the event that option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options given opposite the relevant general assembly agenda item (acceptance or rejection) and in case of selection of the rejection option, by indicating the annotation of dissent requested to be written in the minutes of the general assembly meeting, if any.**

Agenda Items (*)	Acceptance	Red	Dissenting Opinion
1- Opening of the meeting, discussion and decision on election of the Chairman Council,			
2- Reading, discussion and approval of the Board of Directors' Annual Report for the 2023 activity year,			
3- Reading and discussion of the Independent Audit Report for the 2023 activity year,			
4- Reading, discussion and approval of the Company's Financial Statements for the activity year 2023			
5- Pursuant to the Capital Markets Board's Corporate Governance Communiqué (II-17.1), discussing the Company's "Dividend Distribution Policy" ( <b>Annex-2</b> ) and submitting it to the approval of the shareholders			
6- Discussion and approval of the Board of Directors' proposal on distribution of profits for the activity year 2023 ( <b>Annex-3</b> ),			
7- Discussion and resolution on the release of the members of the Board of Directors from liability with regards to the 2023 activity period,			
8- Determination of the fees of the Members of the Board of Directors and Independent Members of the Board of Directors			
9- Discussion and decision on granting authority to the Members of the Board of Directors according to Articles 395 and 396 of the Turkish Commercial Code,			
10- Discussion and decision on the selection of the Independent Audit Firm for the 2024 Accounting Period in accordance with the Turkish Commercial Code and Capital Markets Board's regulations			
11- Informing the General Assembly about the donations and grants made by the Company in 2023 within the framework of the regulations of the Capital Markets Board and determining and resolving on			

the upper limit for donations to be made in 2024,			
12- Informing the General Assembly on any guarantees, pledges, mortgages and surety issued by the Company in favour of third parties in the year 2023 and the income or benefit obtained by the Company, in accordance with the Capital Markets Board's regulations			
13- Informing the General Assembly within the scope of principle 1.3.6 of the Corporate Governance Principles,			
14- 2023 Accounting Period; informing the shareholders about the transactions made with "Related Parties" within the scope of the Capital Markets Board regulations,			
15- Submitting the Share Buy-Back Program ( <b>Annex-4</b> ) to the approval of the General Assembly and authorizing the Board of Directors to buy back shares within the framework of the Capital Markets Board's Communiqué on Buy-Back Shares numbered II-22.1, CMB Board Resolution numbered i-SPK.22.7 (dated 14.02.2023 and numbered 9/177 p.k.) and other relevant legislation			
16- Wishes and closing.			

**(\* The items on the General Assembly agenda are listed one by one. If the minority has a separate draft resolution, this is also stated separately to ensure proxy voting.**

**2. Special instructions on other matters that may arise at the General Assembly meeting and in particular on the exercise of minority rights:**

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The attorney 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 shall be specified here.

**B) The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.**

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

- a) Order and series:\*
- b) Number/Group:\*\*
- c) Quantity-Nominal value:
- ç) Whether they have voting privileges:

d) Bearer-Registered Shares: \*

e) Proportion of total shares/voting rights held by the shareholder:

\*This information is not requested for dematerialized shares.

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

**2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by CRA one day before the general assembly date.**

**FULL NAME or TITLE OF SHAREHOLDER(\*)**

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

Address:

(\*) For foreign shareholders, the equivalent of the aforementioned information, if any, must be submitted.

## ANNEX-2: DIVIDEND DISTRIBUTION POLICY

### 1.Scope and Legal Basis

This dividend distribution policy sets out the principles regarding dividend and advance dividend distributions to be made by ATAKEY PATATES GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ. ("**Company**") within the scope of its articles of association ("**Articles of Association**") and related regulations.

The Articles of Association, Capital Markets Law No. 6362 ("**CMB**"), Turkish Commercial Code No. 6102 ("**TCC**"), Dividend Communiqué No. II-19.1 ("**Dividend Communiqué**"), Corporate Governance Communiqué No. II-17.1 and related legislation have been taken into consideration in the preparation of the Policy.

### 2.Purpose

The purpose of the Company's dividend distribution policy is to ensure that a balanced and consistent policy is followed between the interests of shareholders and the Company in accordance with the relevant legislation, to inform investors and to maintain a transparent policy towards investors in terms of dividend distribution.

### 3.Dividend Distribution Principles

The principles regarding the Company's dividend distribution are set forth in Article 18 of the Articles of Association.

After deducting from the revenues determined at the end of the Company's activity period, the amounts that must be paid or set aside by the Company, such as general expenses of the Company and various depreciation, and the compulsory taxes that must be paid by the Company's legal entity, the remaining profit for the period shown in the annual balance sheet, after deducting the losses of previous years, if any, shall be distributed as shown below:

General Legal Reserves:

- a. Until it reaches 20% of the capital, 5% is set aside as legal reserves.

First Dividend:

- b. A first dividend is allocated from the remaining amount to be found by adding the amount of donations made during the year, if any, in accordance with the Turkish Commercial Code and capital markets legislation within the framework of the Company's dividend distribution policy.
- c. After the above-mentioned deductions are made, the General Assembly has the right to decide on the distribution of dividends to the members of the Board of Directors, employees of the Company and persons other than shareholders.



Second Dividend:

d. The General Assembly is authorized to distribute the amount remaining after deducting the amounts specified in subparagraphs (a), (b), and (c) from the net profit for the period, in whole or in part, as second dividend or to set aside as voluntary reserves in accordance with Article 521 of the Turkish Commercial Code.

General Legal Reserves:

e. 10% of the amount found after deducting the dividend at the rate of 5% of the capital from the portion decided to be distributed to the shareholders and other persons participating in the profit, shall be added to the general legal reserve fund in accordance with the second paragraph of Article 519 of the Turkish Commercial Code.

Unless the reserves required to be set aside in accordance with the Turkish Commercial Code and the dividend determined for the shareholders in the Articles of Association or the dividend distribution policy are set aside, no decision can be made to set aside other reserves, to transfer profit to the following year or to distribute dividends to the members of the Board of Directors, employees of the Company and persons other than shareholders, nor can dividends be distributed to these persons unless the dividend determined for the shareholders is paid in cash.

Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issue and acquisition dates.

The method and time of distribution of the profit decided to be distributed shall be decided by the General Assembly upon the proposal of the Board of Directors.

According to the provisions of the Articles of Association, the profit distribution decision made by the General Assembly cannot be revoked.

**Each year, the Company aims to distribute up to 50% of distributable net profit calculated for the relevant period pursuant relevant legislation in cash and/or shares without consideration.**

Investments that require a significant outflow of funds to increase the value of the Company, significant issues affecting the financial structure, significant uncertainties and adversities in the economy, markets or other areas beyond the control of the Company are taken into consideration in making dividend distribution decisions and in determining the amount and rate of dividend distribution.

Dividends may be distributed in cash and/or by issuing bonus shares and/or by using both of these methods together in certain proportions. Dividends are distributed equally to all existing shares as of the date of distribution, regardless of their issue and acquisition dates. There are no shares among the Company's shares that envisage dividend privileges.

Dividend payments may be made in equal or different installments, provided that it is resolved at the general assembly meeting where dividend distribution is decided.

Dividend distribution procedures shall commence on the date specified in the general assembly meeting, provided that they shall commence no later than the end of the accounting period in which the general assembly meeting at which the distribution decision is made is held.

Pursuant to the Articles of Association, the dividend distribution decision taken by the General Assembly cannot be revoked unless permitted by law.

In the event that the board of directors proposes to the general assembly not to distribute the profit, the reasons for this situation and the manner of utilization of the undistributed profit shall be included in the agenda item on profit distribution and this matter shall be submitted for the information of the shareholders at the general assembly.

#### **4.Dividend Advance Distribution Principles**

According to the last paragraph of Article 16 of the Company's Articles of Association, the Company may distribute advance dividends by a resolution of the General Assembly in accordance with the provisions of the Turkish Commercial Code, Capital Markets Law and related communiqués. The General Assembly may authorize the Board of Directors to distribute advance dividends, provided that it is limited to the relevant financial accounting period. The limitations specified in the capital market regulations shall be complied with in the calculation and distribution of the advance dividend amount.

In this context, the General Assembly may decide to distribute advance dividends to shareholders in accordance with the provisions of the CMB and other relevant legislation. The General Assembly may authorize the Board of Directors to distribute advance dividends, provided that it is limited to the relevant financial accounting period. The provisions of the relevant legislation shall be complied with in the calculation and distribution of the advance dividend amount.

Advance dividends are distributed in cash from the profits recognized in the interim financial statements of the Company.

Advance dividend is distributed equally to all shares existing as of the date of distribution, regardless of their issue and acquisition dates.

#### **5.Public Disclosure**

The Board of Directors' proposal regarding dividend distributions or the Board of Directors' decision regarding advance dividend distribution is disclosed to the public within the scope of the relevant regulations together with the dividend distribution table or advance dividend distribution table with its form and content. In addition, in case of any amendment to this dividend distribution policy, the Board of Directors' decision regarding this amendment and the reason for the amendment shall also be disclosed to the public.

This policy is disclosed to the public on the Company's website following the approval of the general assembly.

### ANNEX-3: DIVIDEND DISTRIBUTION PROPOSAL

**With the decision taken by the Board of Directors of our Company on May 20, 2024,**

According to the financial statements of our Company prepared in accordance with CMB accounting standards, the net profit for the fiscal year 2023 amounted to TL 293,385,809. The Board of Directors has decided to make a proposal to the General Assembly to distribute a total gross amount of TL 122,000,000 to the shareholders as of July 8, 2024, after deducting the legal liabilities, all of which will be covered from the net profit for the year 2023, and to leave the remaining portion of the net profit for the year 2023 within our Company as extraordinary reserves.

In the event that the aforementioned dividend distribution proposal of the Board of Directors is approved by the General Assembly, dividend distribution will be made in accordance with the attached dividend distribution table and information table on the rate of dividends distributed.

#### Dividend Distribution Table and Dividend Distribution Ratio

ATAKEY PATATES GIDA SANAYİ VE TİCARET A.Ş. 2023 Profit Distribution Table (TL)			
1	Paid-in Capital	138,768,000.00	
2	General Legal Reserves (Based on the Legal Records)	0.00	
Information regarding the privilege, if there is any dividend privilege in accordance with the Article of Association		No privileges	
		<b>As per CMB</b>	<b>As per Statutory Records</b>
3	Profit 2023	295,694,667.00	376,541,081.69
4	Taxes Payable (-)	2,308,858.00	29,603,495.04
5	Net Profit (=)	<b>293,385,809.00</b>	<b>346,937,586.65</b>
6	Previous Years' Losses (-)	0.00	64,387,204.26
7	First Legal Reserve (-)	14,669,290.45	14,127,519.12
8	NET DISTRIBUTABLE PROFIT (=)	<b>278,716,518.55</b>	<b>268,422,863.27</b>
9	Donations within the year (+)	0.00	
10	Net distributable profit for the period, net of donations, from which the first dividend will be calculated	<b>278,716,518.55</b>	<b>268,422,863.27</b>
11	First Dividend to Shareholders of Ordinary Shares	<b>122,000,000.00</b>	
	- Cash Dividend	122,000,000.00	
	- Bonus Issue	0	
	- Total	122,000,000.00	
12	Dividend Distributed to Privileged Shareholders To Members of Board of Directors To Employees To Other Persons Excluding Shareholders	0	
13	Other Distributed Dividends	0	
14	Dividends to the Holders of Redeemed Shares	0	
15	Second Dividend to Shareholders of Ordinary Shares	0.00	
16	Second Legal Reserves	10,460,145.45	
17	Statutory Reserves	0	
18	Special Reserves		
19	Extraordinary Reserves	146,256,373.10	135,962,717.82
20	Distributable Other Sources	0	0
	--Previous Year Profit		
	--Extraordinary Reserves -		
	- Other Reserves Distributable as per Law of Association		

#### INFORMATION ON THE RATE OF DIVIDENDS DISTRIBUTED

#### DIVIDEND PER SHARE INFORMATION

	GROUP	TOTAL DIVIDEND (TL)	DIVIDEND PER 1 TL NOMINAL VALUED SHARE	
			AMOUNT (TL)	RATIO (%)
<b>GROSS</b>	A	17,583,304.51	0.87917	87.9165
	B	104,416,695.49	0.87917	87.9165
	<b>TOTAL</b>	<b>122,000,000.00</b>		
Withholding tax will be applied on the gross dividends distributed in accordance with the tax laws in force on the day of distribution				
<b>NET</b>	A	17,583,304.51	0.87917	87.91652
	B	93,975,025.94	0.79125	79.12487
	<b>TOTAL</b>	<b>111,558,330.45</b>		
<b>PAY OUT RATIO (DIVIDENDS/NET DISTRIBUTABLE INCOME INCLUDING DONATIONS)</b>				
<b>THE AMOUNT OF DISTRIBUTED DIVIDENDS (TL)</b>		<b>PAY OUT RATIO (DIVIDENDS/NET DISTRIBUTABLE INCOME INCLUDING DONATIONS)</b>		
122,000,000.00		44%		

(1) There is no privileged share group.

(2) Since Group A shares belong to full taxpayer legal entities, 0% withholding tax rate is used in the calculation of net dividend for this group.

## ANNEX-4: SHARE BUYBACK PROGRAM

### PART ONE

#### Purpose, Scope, Basis and Definitions

##### Purpose and Scope

**ARTICLE 1** - (1) The purpose of the Share Buy-Back Program ("**Buy-Back Program**" or "**Program**") regarding the purchase of the shares representing the capital of Atakey Patates Gıda Sanayi Ve Ticaret A.Ş. by Atakey Patates Gıda Sanayi Ve Ticaret A.Ş. from Borsa İstanbul A.Ş. ("**Borsa**") is to regulate the procedures and principles regarding the purchase of Atakey Patates Gıda Sanayi Ve Ticaret A.Ş.'s (the "**Company**") own shares in Borsa, the disposal of the purchased shares and the public disclosure of these matters.

##### Basis

**ARTICLE 2** - (1) This Program is prepared in accordance with Article 379 of the Turkish Commercial Code ("TCC"), Article 22 of the Capital Markets Law No. 6362 ("CML"), the provisions of the Capital Markets Board's ("CMB") "Communiqué on Buy-Backed Shares" numbered II-22.1 numbered "*Communiqué on Buy-Backed Shares*" ("Communiqué") of the Capital Markets Board ("CMB") published in the Official Gazette dated 03.01.2014 and numbered 28871, and the issues included in the announcements of the Capital Markets Board dated 21.07.2016, 25.07.2016 and 23.03.2020.

##### Definitions

**ARTICLE 3** - (1) In this Program;

- a. **Exchange:** Borsa İstanbul A.Ş.,
- b. **Buyback** The purchase of shares representing the capital of Atakey Patates Gıda Sanayi Ve Ticaret A.Ş by Atakey Patates Gıda Sanayi Ve Ticaret A.Ş from the Stock Exchange within the scope of the provisions of the Communiqué,
- c. **Buy-back program, Program:** The procedures and principles prepared by the Board of Directors and approved by the General Assembly within the framework specified in the Communiqué regarding the purchase of the shares representing the capital of Atakey Patates Gıda Sanayi Ve Ticaret A.Ş. by Atakey Patates Gıda Sanayi Ve Ticaret A.Ş from the Stock Exchange within the scope of the provisions of the Communiqué, the disposal of the purchased shares and the public disclosure of these issues,
- ç. **Buy-Backed shares:** Own shares purchased by Atakey Patates Gıda Sanayi Ve Ticaret A.Ş within the scope of the Communiqué,
- d. **Law, CML:** Capital Markets Law No. 6362,
- e. **Board, CMB:** Capital Markets Board,
- f. **Communiqué:** Capital Markets Board's "*Communiqué on Buy-Backed Shares*" numbered II-22.1 published in the Official Gazette dated 03.01.2014 and numbered 28871,
- g. **TAS/TFRS:** Turkish Accounting/Financial Reporting Standards promulgated by the Public Oversight, Accounting and Auditing Standards Authority and the related appendices and interpretations,
- ğ. **TCC:** No. 6102 refers to the Turkish Commercial Code.

## **PART TWO**

### **General Principles and Authorization for the Buyback Program**

#### **Authorization for the buyback program**

**ARTICLE 4 -** (1) Atakey Patates Gıda Sanayi Ve Ticaret A.Ş General Assembly of Atakey Patates Gıda Sanayi Ve Ticaret A.Ş. must authorize the Board of Directors in order for Atakey Patates Gıda Sanayi Ve Ticaret A.Ş to make Buy-Backed according to the Buy Back Program. The said authorization shall be granted by the approval of this Buy Back Program prepared by the Board of Directors at the General Assembly meeting. The Board of Directors authorized by the approval of the Buy Back Program at the General Assembly meeting may use this authorization itself or may delegate it to the real or legal persons and relevant company organs to be determined.

Following the approval of the General Assembly, the Board of Directors is fully authorized to execute the Buy Back Program during the Buy-Backperiod. The approval of the Buy-Back Program by the General Assembly is an authorization given to the Board of Directors, and the approval of the Program is not a commitment that the Buy-Backauthority granted under the Program will be used. In the event that economic and commercial conditions, market conditions, trading volumes on the Stock Exchange and/or the financial situation of the Company, etc. are not suitable, the Board of Directors of the Company may not initiate the Buy-Back Program at all or may be authorized to terminate the ongoing Buy-Back Program. Within the Buy Back Program, one or more Buy-Backesmay be made at different times.

(2) In the general assembly meetings where the Buyback Program will be approved, the meeting and resolution quorums stipulated in Article 418 of the TCC shall be applied, unless more stringent quorums are stipulated in the Articles of Association of göre Atakey Patates Gıda Sanayi ve Ticaret A.Ş

#### **Duration of the buyback program**

**ARTICLE 5 -** (1) The term of the Buy-Back Program is maximum three (3) years as of the date of the general assembly meeting where the Buy-Back Program is approved.

#### **Elements of a buyback program**

**ARTICLE 6 -** (1) The elements of the Buyback Program are regulated as follows;

##### **a. The purpose of buyback:**

There may be periods when the share price of göre Atakey Patates Gıda Sanayi ve Ticaret A.Ş. is inconsistent with the Company's fundamental magnitudes or actual performance and the course of the related stock market indices due to adverse economic conditions that may be experienced globally or similar external factors, geopolitical risks that may arise in the geography where our country is located and other economic developments that may occur. In such periods, it is aimed to initiate a share buyback program in order to contribute to the healthy and stable formation of

the share price and to alleviate the sales pressure that may occur on the shares. In addition, during such periods, the Company's purchase of its own shares may become a better investment choice than any other investment alternative. With the authorization granted by the General Assembly, it is aimed to monitor the price movements that will occur in the Stock Exchange during the Buy-Back Program period and to enable the Company to purchase its own shares from the Stock Exchange when conditions arise.

**b. Duration of the Buyback Program, if any:**

The term of the Buy-Back Program is a maximum of three (3) years from the date of the general assembly meeting where the Buy-Back Program is approved.

**c. Maximum number of shares subject to Buy-Back:**

A maximum of 2.5 % of the shares representing the issued capital of the Company may be subject to Buy-Back in a given period. Since the current number of shares in the Company is 138,768,000- (One hundred and thirty-eight million seven hundred and sixty-eight thousand) shares, the maximum total number of shares that can be Buy-Backed in a certain period is 3.469.200 shares. In the event that there is a change in the number of shares representing the Company's capital due to any transaction and/or there are shares that were previously subject to Buy-Back, utmost care shall be taken to comply with the 2.5% ratio.

If the maximum number of shares subject to Buy-Back is reached, the Buy-Back Program is terminated.

**d. The lower and upper price limits determined proportionally or fixed by indexing to a certain indicator for the shares subject to Buy-Back, and how this issue will be taken into account in the event of transactions that require price correction:**

*The "lower price limit" for share buybacks is 1 (one) penny.*

*The "upper price limit" for the Buy-Back of shares is 185% more than the "book value of shares" amount  $[(\text{shareholders' equity}/\text{issued capital}) \times (1+185\%)]$ , which will be calculated by dividing the "shareholders' equity" amount in the consolidated statement of financial position (balance sheet) last publicly disclosed on the Public Disclosure Platform ("PDP") by the Company's issued capital.*

In the event of transactions that require correction of the share price, the specified lower and upper price limits will be corrected, if necessary, within the framework of the Exchange regulations. The lower and upper price limits that are subject to correction and/or redetermined in this way will be announced on the Public Disclosure Platform with a material event disclosure.

The share price performance of public joint stock companies whose shares are traded on the stock exchange is determined under free market conditions according to the situation of the company and the sector in which the company operates, the financial data and specific conditions of the company, general macroeconomic conditions and the supply and demand for the shares in question. In this framework, the maximum share Buy-Back price to be

determined each quarter pursuant to this article should not be considered as a target price determined by the Company for the share price.

**e. Principles of sale (disposal and/or redemption ) of shares Buy-Backed during the program, if determined:**

- i. Buy-Backed shares and bonus shares acquired due to these shares may be held indefinitely, provided that the conditions in the first and third paragraphs of Article 9 of the Communiqué are complied with.
- ii. Shares Buy-Backed in violation of the provisions of the Communiqué shall be disposed of within 1 (one) year at the latest from the date of Buy-Back. Shares that cannot be sold during this period shall be redeemed through "*capital reduction*".
- iii. It is possible for the Company to sell its own shares on the Stock Exchange during the Buy-Back Program or after the Buy-Back Program ends, taking into account the provisions of the relevant legislation as well as the issues stated in the "*purpose of the buy-back*" section in paragraph 6/1-a.

Although not included in this section, the regulations in the Communiqué on the subject shall be complied with.

**f. Total amount and source of funds set aside for buyback:**

The maximum amount of the fund allocated for the buyback is TL 175.000.000.-TL (One hundred and seventy-five million),-Turkish Lira and the Company will meet this fund from its own resources. The Company has no commitment to use the entire amount of this fund for Buy-Back.

**g. The number of shares Buy-Backed and not yet disposed of and their ratio to the share capital and the results of the previous program, if any:**

There are no existing shares previously purchased by the Company and there is no previous Buy-Back Program.

**ğ. Explanations on the possible effects of the Buy-Back Program on the financial position and results of operations of the Company:**

The Buyback Program will not have a negative impact on the Company's financial position and results of operations.

**h. Information on subsidiaries that may Buy-Back under the Buy-Back Program, if any:**

None.



**1. Annual and last three-month high, low and weighted average share price information:**

As of 08.05.2024, the lowest, highest and weighted average share price (Turkish Lira) for the year and the last three months are as follows

(TL)	Lowest Price	Highest Price	Weighted Average Price
<b>Last Year*</b>	36.1	98.0	67.0
<b>Last 3 Years</b>	-	-	-

\*The Company started to be traded on the Stock Exchange as of 27.07.2023. The share prices in the related row are valid for the date range 27.07.2023– 08.05.2024.

**i. The benefits, if any, to be derived by related parties from this transaction:**

Related parties do not have any special benefit from this transaction.

### **PART THREE Limitations**

**Transaction limits for Buy-Backed shares**

**ARTICLE 7 -** (1) The nominal value of the shares of the Company Buy-Backed pursuant to the provisions of the Communiqué may not exceed 10% (ten percent) of its issued capital including the previous purchases. The shares that are disposed of during the Buy-Back Program are not taken into account as a discount item in the calculation of this ratio.

(2) The Buy-Backed shares of the Company must be traded on the Stock Exchange and the Buy-Back transactions shall be carried out only on the Stock Exchange's market where the Company's shares are traded.

(3) The total value of the Buy-Backed shares cannot exceed the total amount of the resources that can be subject to dividend distribution within the framework of the Board regulations. It is the responsibility of the Board of Directors to ensure compliance with this condition through the last annual financial statements prepared in accordance with the Board regulations and approved at the general assembly prior to the Buy-Back transaction to be carried out within the framework of the Buy-Back Program.

**Cases where Buy-Back and resale transactions cannot be made**

**ARTICLE 8 -** (1) In the event that the Company has inside information whose disclosure is postponed, no Buy-Back or sale transaction is made within the scope of the Communiqué.

(2) In the event that the Company intends to make a capital increase, no Buy-Back or sale transaction may be made within the scope of the Communiqué from the date of the board of directors' decision regarding the capital increase until the date of completion of the capital increase transactions.

**Transaction limitations**

**ARTICLE 9** - (1) The Company management shall make best efforts to ensure compliance with the transaction restrictions set forth in Article 11 of the Communiqué during the Program.

**SECTION FOUR  
Procedures and Principles**

**Public disclosure**

**ARTICLE 10** - (1) The Company management pays utmost care to comply with the "*public disclosure*" regulations set forth in the Communiqué and the relevant legislation in relation to Buy-Back transactions.

**SECTION FIVE  
Circumstances not considered as Information Fraud or Market  
Fraud and Transaction Principles Circumstances not considered as  
Information Fraud or Market Fraud**

**Circumstances that do not constitute information misuse or market fraud**

**ARTICLE 11** - (1) With respect to Buy-Back transactions, the Company management shall pay utmost care to comply with the provisions of the Communiqué and the relevant legislation regarding the circumstances that are not considered as "*information abuse*" or "*market fraud*".

**Transaction principles**

**ARTICLE 12** - (1) Regarding the Buy-Back transactions, the Company management may determine the "*transaction principles*" in the Communiqué. compliance with its regulations.

**SECTION SIX  
Miscellaneous and Final Provisions**

**Accounting for treasury shares**

**ARTICLE 13** - (1) The Board's regulations on financial reporting and TMS/TFRSs shall be taken as basis in accounting of treasury shares.

(2) A reserve fund equal to the Buy-Back price of the Buy-Backed shares is set aside and classified as restricted reserve under shareholders' equity. Buy-Backed shares and such reserves shall be presented in the financial statements in accordance with the formats announced by the Board. Reserves set aside under this paragraph,

If the Buy-Backed shares are sold or redeemed, an amount equal to the Buy-Back value is released.

**Communiqué and legislative amendments**

**ARTICLE 14** - (1) During the Buy-Back Program, in the event of any amendment in the Communiqué and the relevant legislation, the provisions of the Buy-Back Program that are contrary to the Communiqué and the relevant legislation shall not be applied. In the event that

the amendments in the Communiqué and the relevant legislation contain provisions that will not cause the Buy-Back Program to be contrary to the Communiqué and the relevant legislation, the board of directors and/or, if authorized by the board of directors, the relevant real or legal persons and the relevant body of the Company shall be authorized to apply or not to apply such provisions. Even in this case, the Buy-Back Program shall be harmonized with the Communiqué and/or relevant legislation amendments at the first general assembly meeting to be held by the Company.

**Enforcement**

**ARTICLE 15** - (1) The Buy-Back Program enters into force upon the approval of the general assembly.

**Execution**

**ARTICLE 16** - (1) The Board of Directors shall execute the Buy-Back Program. The Board of Directors may delegate this authority to the real or legal persons and relevant Company organs to be determined by it.