



KAMUYU AYDINLATMA PLATFORMU

TUKAŞ GIDA SANAYİ VE TİCARET A.Ş. Notification Regarding General Assembly



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

Notification Regarding General Assembly

Summary Info	Registration and Announcement of the Ordinary General Assembly Decisions for 2025
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2025
Ending Date Of The Fiscal Period	31.12.2025
Decision Date	26.03.2026
General Assembly Date	06.05.2026
General Assembly Time	15:30
Record Date (Deadline For Participation In The General Assembly)	05.05.2026
Country	Turkey
City	İZMİR
District	TORBALI
Address	Çaybaşı Mahallesi Aydın Caddesi No:51 Torbalı/İZMİR

Agenda Items

- 1 - Opening of the meeting, establishment of the Meeting Presidency and a moment of silence.
- 2 - Authorization of the Meeting Presidency to sign the Minutes of the General Assembly Meeting.
- 3 - Reading, discussion and approval of the Board of Directors' Annual Activity Report for the year 2025.
- 4 - Reading of the Independent Audit Report for the year 2025.
- 5 - Reading, discussion and approval of the Financial Statements for the 2025 financial year.
- 6 - Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent audit firm for the assurance audit of the 2024 Sustainability Report, and the reading, discussion, and approval of the 2024 TSRS-Compliant Sustainability Report.
- 7 - Release of the members of the Board of Directors individually from liability for the Company's activities in 2025.
- 8 - Determination of the utilization of the profit for the year 2025.
- 9 - Election of Independent Members of the Board of Directors and determination of their terms of office.
- 10 - Determination of the remuneration of the members of the Board of Directors.
- 11 - Providing information on the share buyback program for which the Board of Directors was authorized pursuant to the Board decision dated 13.03.2025 and numbered 05/01 and the approval of the General Assembly dated 09.04.2025 within the framework of the Capital Markets Board's Communiqué No. II-22.1 on Repurchased Shares and related regulations, and submitting the termination of the program for approval.
- 12 - Discussion and resolution of the Board of Directors' proposal regarding the selection of the independent audit firm for the audit of the Company's accounts and transactions for the 2026 financial year, in accordance with the Turkish Commercial Code and the Capital Markets Law.
- 13 - Discussion and resolution of the Board of Directors' proposal regarding the selection of the independent audit firm for the assurance audit of the Sustainability Reports for the years 2025 and 2026.
- 14 - Informing the Shareholders about the donations and aids made by the Company during 2025 in accordance with the Capital Markets Board regulations and determining the upper limit for donations to be made in 2026.
- 15 - Informing the Shareholders, pursuant to the Capital Markets Board regulations, about the guarantees, pledges, mortgages and sureties given by the Company and its subsidiaries in favor of third parties in 2025 and the income or benefits obtained.
- 16 - Granting permission to the Members of the Board of Directors to perform transactions pursuant to Articles 395 and 396 of the Turkish Commercial Code.
- 17 - Informing the Shareholders about the transactions carried out within the scope of Principle 1.3.6 of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board.
- 18 - In accordance with the Capital Markets Board Communiqué No. VII-128.10 on the Procedures and Principles Regarding Information Systems Management, the submission of the Company's Information Security Policy—prepared to ensure the effective management of risks related to the Company's information systems, the strengthening of the control structure, and the fulfillment of the Board of Directors' oversight responsibility—for the information of the shareholders.
- 19 - Wishes and closing.

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Invitation Documents

Appendix: 1

2025 YILI OLAGAN GENEL KURUL CAGRI METNI.pdf - Announcement Document

Appendix: 2

BILGILENDIRME DOKUMANI 2025 YILI OLAGAN GENEL KURULU.pdf - General Assembly Informing Document

General Assembly Results

Was The General Assembly Meeting Executed?

Yes

1. Following a vote on a motion submitted for the election of the General Assembly Meeting Chair, Mr. Hakan ÇIBUK was unanimously elected as the Meeting Chair. The Meeting Chair stated that Ms. Cansel KAYA was appointed as the Minutes Secretary and Ms. Tülin DERELİ as the Vote Counting Officer.

Meeting Chair Mr. Hakan ÇIBUK briefly informed the shareholders about the electronic general assembly application.

2. The meeting proceeded to item 2 of the agenda. The Meeting Chair was unanimously authorized to sign the minutes of the Ordinary General Assembly Meeting and to follow up and complete all legal procedures related to the meeting.

3. The meeting proceeded to item 3 of the agenda. Adra Holding A.Ş.'s request regarding the non-reading of the 2025 Board of Directors Activity Report, which has been made available for shareholders' information and review at the Company Headquarters, on the Company's corporate website, on e-GKS and KAP within the legal timeframe, was discussed. The motion submitted by representative Kağan KAYA was accepted by a majority vote, with 1,904,867,337.522 TL of shares voting in favor and 1,014,414 TL of shares voting against.

After the motion was accepted, the Meeting Chairman asked if anyone wished to speak on the activity report. No questions were received from our investors. The 2025 Board of Directors Activity Report, presented for approval by the Meeting Chairman, was accepted by a majority vote, with 1,904,867,337.522 TL of shares voting in favor and 1,014,414 TL of shares voting against. Shareholder Ahmet Ali Şahin participated in the meeting electronically and cast a dissenting vote. (Dissenting opinion: Although our company reported a net profit in 2025, the significant loss of profitability compared to the previous period is unacceptable. The decline in profit while the volume of operations increased clearly demonstrates a weakening of managerial effectiveness and strategic mistakes. I am submitting a dissenting opinion.)

4. Moving on to item 4 of the agenda, and in accordance with the provisions of the Capital Markets Law, since the Independent Audit Report was made available to shareholders for their information and review at the Company Headquarters, on the Company's corporate website, on e-GKS and on the Public Disclosure Platform (KAP) within the legal period, the motion submitted by Kağan KAYA, representative of Adra Holding A.Ş., regarding reading only the opinion section of the report, was accepted by a majority vote with 1,810,724,373.522 TL of shares voting in favor and 95,157,378 TL of shares voting against. Following this, Ms. Nurten POYRAZ, the authorized representative of the Independent Audit Company, read the opinion section of the Independent Audit Report.

5. The agenda item 5 was then addressed. In accordance with the Capital Market Board's Communiqué on Principles Regarding Financial Reporting in the Capital Market (II-14.1), the Company's independently audited Financial Statements for 2025 were made available to shareholders for their information and review within the legal timeframe at the Company Headquarters, on the Company's corporate website, on e-GKS and on the Public Disclosure Platform (KAP). Therefore, a motion was submitted by Kağan KAYA, representative of Adra Holding A.Ş., requesting that these statements not be read again at the General Assembly Meeting. The motion was accepted by a majority vote of 1,904,867,337.522 TL in favor and 1,014,414 TL against. After the motion was accepted, the Meeting Chairman, Mr. Hakan ÇIBUK, asked if anyone wished to speak on the Financial Statements. No one spoke. The Meeting Chairman then submitted the 2025 Financial Statements to the General Assembly for approval. The Financial Statements, prepared in accordance with the Tax Procedure Law and Capital Market Legislation, were separately approved by a majority vote, with 1,014,414 TL of shares voting against and 1,904,867,337.522 TL of shares voting in favor. Ahmet Ali Şahin, one of the shareholders, participated in the meeting electronically and cast a dissenting vote. He also submitted a dissenting opinion. (Dissenting opinion: Some critical items in our company's financial statements have not been presented in a sufficiently clear, understandable, and comparable manner. In particular, the reasons for periodic profit fluctuations have been left unclear, hindering shareholders from making sound assessments. I strongly dissent.)

6. In accordance with item 6 of the agenda, the proposal to select Deneyim Independent Audit and Consultancy Inc., as proposed by the Board of Directors' meeting resolution dated 26.03.2026 and numbered 06/06, for the assurance audit of our Company's sustainability report for the year 2024, in accordance with the Turkish Commercial Code and Capital Market Legislation, was unanimously accepted. The motion submitted by Kağan KAYA, representative of Adra Holding A.Ş., regarding the non-reading of the 2024 TSRS Compliant Sustainability Report, due to its having been made available to shareholders for information and review at the Company Headquarters, on the Company's corporate website, on e-GKS and on the Public Disclosure Platform (KAP) within the legal timeframe, was unanimously accepted. After the motion was accepted, the Meeting

Chairman asked if anyone wished to speak on the 2024 TSRS Compliant Sustainability Report. No questions were received from our investors. The 2024 TSRS Compliant Sustainability Report, submitted for approval by the Meeting Chairman, was unanimously accepted.

7. In accordance with item 7 of the agenda, the individual discharge of the Board of Directors members was submitted to the approval of the General Assembly. In the vote, in which the Board of Directors members did not participate, the Board of Directors members were individually discharged by a majority vote of 1,014,414 TL against 1,904,867,337.522 TL of shares.

8. Item 8 of the agenda was addressed. According to the company's financial statements for the accounting period 01.01.2025 - 31.12.2025, prepared in accordance with the Capital Market Board's Communiqué No. II-14.1 on "Principles Regarding Financial Reporting in the Capital Market" and audited by Deneyim Independent Audit and Consultancy Inc., a net profit of 512,290,950 TL was recorded. According to our legal records prepared in accordance with the provisions of the Tax Procedure Law, a net profit of 135,959,685.59 TL was recorded. In line with our company's investment and financing policies, our long-term company strategy, and market expectations, and with the aim of strengthening the company's financial structure, the Board of Directors' proposal, submitted at the meeting dated 26.03.2026 and numbered 06/04, regarding the decision not to distribute profits from 2025, to retain the profits within the company, and to transfer the remaining amount after the allocation of general legal reserves to extraordinary reserves, was unanimously accepted.

General Assembly Results

9. Regarding item 9 of the agenda, the Board of Directors' proposal to elect Ms. Gül SAĞIR AYDIN and Mr. Serdar Muharrem BAYRAKTUTAN to serve as Independent Board Members for a one-year term, as proposed by the Board of Directors' decision dated 08.01.2026 and numbered 01/02, was unanimously accepted.

10. Moving on to item 10 of the agenda, the proposal submitted by Kağan KAYA, representative of Adra Holding A.Ş., to pay each Independent Board Member a net monthly salary of 35,000 TL, starting from the beginning of the month following the Ordinary General Assembly Meeting (01.06.2026), and to not pay any salary to other Board Members, was accepted by a majority vote with 1,810,008,025.522 TL of shares voting in favor and 95,873,726 TL of shares voting against. Partner Ahmet Ali Şahin participated in the meeting electronically and cast a dissenting vote. He submitted a dissenting opinion. (Dissenting opinion: The decline in profitability despite the growth of our company necessitates questioning the strategic planning ability of the management. This situation indicates a serious failure not only in operational matters but also directly within the scope of management responsibility. I am submitting a dissenting opinion.)

11. In item 11 of the agenda, the proposal made by our Company's Board of Directors with decision number 05/01 dated 13.03.2025 and accepted with the approval of the general assembly on 09.04.2025; regarding the price movements of TUKAS shares traded on the Istanbul Stock Exchange, which do not accurately reflect the company's financial performance, in order to eliminate price inconsistencies and support healthy price formation in the stock market; it was reported that no share buybacks were made within the scope of the Share Buyback Program initiated under the provisions of Article 5.5(b) of the Capital Market Board's Communiqué on Repurchased Shares (II-22.1), and the Board of Directors' proposal to terminate the said share buyback program with its decision dated 26.03.2026 and numbered 06/07 was unanimously accepted.

12. In item 12 of the agenda, the proposal to select Deneyim Independent Audit and Consulting Inc. for the independent audit of our Company's accounts and transactions for the year 2026, as proposed by the Board of Directors' meeting decision dated 26.03.2026 and numbered 06/05, in accordance with the Turkish Commercial Code and Capital Market Legislation, was unanimously accepted.

13. In item 13 of the agenda, the proposal to select Deneyim Independent Audit and Consulting Inc. for the assurance audit of our Company's sustainability report for the years 2025 and 2026, as proposed by the Board of Directors' meeting decision dated 26.03.2026 and numbered 06/06, in accordance with the Turkish Commercial Code and Capital Market Legislation, was unanimously accepted.

14. In accordance with item 14 of the agenda, it was reported that the Company made donations and aid amounting to 786,124 TL to various institutions and organizations in 2025, and Adra Holding Inc. The proposal submitted by representative Kağan KAYA regarding setting the donation limit for 2026 at 0.05% of net sales revenue was accepted by a majority vote, with 95,873,707 TL of shares voting against and 1,810,008,044.522 TL of shares voting in favor.

15. Regarding item 15 of the agenda; it was brought to the shareholders' attention that the Company and its subsidiaries did not provide any guarantees, pledges, mortgages, or sureties in favor of third parties, or receive any income or benefit from them, during 2025.

16. Regarding item 16 of the agenda, the matter of granting permission to the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code in 2026 was unanimously accepted.

17. Regarding item 17 of the agenda; shareholders were informed that there would be no significant transactions requiring disclosure under principle 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance during 2025.

18. Regarding item 18 of the agenda, shareholders were informed that the Company's Information Security Policy, approved by the Board of Directors' decision dated 31.12.2025 and numbered 25/01, was made available for shareholders' information and review at the Company Headquarters and on the Company's corporate website.

19. Item 19 of the agenda was addressed. Shareholders were asked if they had any wishes or suggestions. No one wished to express any opinions or suggestions.

The English version of this disclosure has been simultaneously announced to the public, and in case of any discrepancy between the texts, the Turkish version shall prevail.

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	15.05.2026

General Assembly Result Documents

Appendix: 1	Toplantı Tutanağı 06.05.2026.pdf - Minute
Appendix: 2	Hazır Bulunanlar Listesi 06.05.2026.pdf - List of Attendants

Additional Explanations

The decisions taken at the 2025 Ordinary General Assembly Meeting held on 06.05.2026 were registered by the Torbalı Trade Registry Directorate on 15.05.2026 and published in the Turkish Trade Registry Gazette dated 15.05.2026 and numbered 11584.

In the event of any discrepancy between the Turkish and English versions of this disclosure statement, the original Turkish version shall prevail TUKAS disclaims all warranties and makes no representations about the accuracy or completeness of the English translation and assumes no liability for any errors, omissions or inaccuracies that may arise from use of this translation.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.