

## **GRAINTURK HOLDING JOINT STOCK COMPANY**

### **ANNOUNCEMENT FROM THE BOARD OF DIRECTORS**

#### **INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 30.04.2025 FOR THE FISCAL YEAR 2024**

Pursuant to the resolution of our Board of Directors dated 03.04.2025 and numbered 2025/008, the Ordinary General Assembly Meeting (“Ordinary General Assembly Meeting”) of our company, GRAINTURK HOLDING JOINT STOCK COMPANY (the “Company”), will be held on Wednesday, April 30, 2025, at 11:00 a.m. at the Delta Hotels by Marriott Panorama Meeting Room, located at Merkez Mahallesi, Ayazma Caddesi, Cuha Sokak No:3, 34406, Kağıthane/Istanbul, to discuss and resolve the following agenda items.

Our shareholders may attend the Ordinary General Assembly Meeting either in person, physically or electronically, or via their representatives. Participation in the Ordinary General Assembly Meeting by electronic means shall be conducted via the Electronic General Assembly System (“e-GEM”) provided by the Central Registry Agency (CRA). Shareholders who wish to perform transactions on the e-GEM must first register with the CRA’s Investor Information Center and must possess a secure electronic signature and a mobile signature.

Shareholders or their representatives who wish to attend the Ordinary General Assembly Meeting electronically and who possess a secure electronic signature must complete the required procedures in accordance with the provisions of the “Regulation on General Assemblies to Be Held in Electronic Environment by Joint Stock Companies” and the “Communiqué on the Electronic General Assembly System to Be Applied at the General Assemblies of Joint Stock Companies.” Otherwise, it will not be possible for them to participate electronically in the meeting.

Shareholders or their representatives who will attend the General Assembly electronically via the e-GEM may obtain information regarding procedures for participation, proxy designation, submitting proposals, expressing opinions, and voting at <https://egk.mkk.com.tr>, the official website of the CRA.

Shareholders who wish to attend the Ordinary General Assembly Meeting must fulfill the procedures publicly disclosed by the Central Registry Agency (CRA). Only shareholders whose names appear on the list of attendees, which is prepared based on the “list of shareholders” provided by the CRA, may attend the Ordinary General Assembly Meeting. For those physically attending the meeting at the venue, verification of whether the person is a shareholder or a proxy will be carried out based on this list. For physical participation in the Ordinary General Assembly Meeting, real person shareholders must present their identification documents; and persons authorized to represent legal entity shareholders must present both their identification documents and their proxy statements. Representatives of real or legal person shareholders attending the meeting physically may participate in the Ordinary General Assembly Meeting by submitting their identification documents along with proxy statements, or, if appointed via the Electronic General Assembly System (e-GEM), by presenting their identification and signing the list of attendees.

Legal or real person shareholders who are unable to attend the meeting either physically or electronically may appoint a proxy to represent them at the meeting. If the authorization is made via the Electronic General Assembly System (e-GEM), the full name of the proxy must appear on the list obtained from the Central Registry Agency (CRA). A physically signed proxy form is not required for proxies appointed via e-GEM, and such proxies may attend the General Assembly Meeting both physically and through e-GEM. If the authorization is not made via e-GEM, shareholders who wish to participate physically must issue their proxies in accordance with the sample proxy form provided in Annex-1 and submit them to the Company either notarized or accompanied by a notarized signature

circular or declaration of signature, in line with the provisions of the Capital Markets Board's Communiqué on Proxy Voting and Proxy Solicitation by Call (II-30.1). A sample of the proxy form (Annex-1) may be obtained from the Company headquarters or via the website at [www.grainturk.com](http://www.grainturk.com).

Proxies that do not comply with the sample form, which is mandatory under the abovementioned Communiqué of the Capital Markets Board and attached to the General Assembly Invitation, will not be accepted. Proxies attending the meeting, whether appointed via a notarized proxy or through e-GEM, must present identification at the meeting. Without prejudice to the provisions regarding electronic voting, the method of open voting by a show of hands shall be used for voting on the agenda items during the Ordinary General Assembly Meeting. As stated in our Company's Articles of Association, each share entitles its holder to one (1) vote at General Assembly meetings.

Pursuant to Article 415, paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, paragraph 1 of the Capital Markets Law, the right to attend and vote at the General Assembly Meeting is not conditional upon the deposit of share certificates. Accordingly, shareholders are not required to block their shares in order to attend the Ordinary General Assembly Meeting. However, shareholders whose identities and shareholding information are not visible to the Company and who wish to attend the General Assembly Meeting must contact their intermediary institutions and remove the "restriction" that prevents the disclosure of such information to the Company. This must be done no later than 4:30 p.m. on the day prior to the General Assembly Meeting. The Information Document, which includes the agenda items and the necessary disclosures in compliance with Capital Markets Board regulations, will be made available for shareholders' review three weeks prior to the meeting, within the legal period, at the Company Headquarters, in the Investor Relations section of the Company's website ([www.grainturk.com](http://www.grainturk.com)), on the Public Disclosure Platform (KAP), and via the e-GEM system. Pursuant to the Law on the Protection of Personal Data No. 6698, detailed information on the processing of your personal data by our Company can be accessed via the "KVKK and Privacy" section publicly available on our website at [www.grainturk.com](http://www.grainturk.com).

This is respectfully submitted for the information of our esteemed shareholders.

GRAINTURK HOLDING JOINT STOCK COMPANY

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**Company Address:** Levent Mahallesi, Krizantem Street No: 15, Beşiktaş / Istanbul

**Contact:** +90 850 340 14 78

**Trade Registry Office and Number:** Istanbul Trade Registry Office, 912610-0

**MERSIS Number:** 0411041231500013

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF GRAINTURK HOLDING JOINT STOCK COMPANY DATED 30.04.2025 FOR THE 2024 FISCAL YEAR**

1. Opening and formation of the Meeting Chairmanship and granting authorization to the Meeting Chairmanship for signing the minutes of the General Assembly meeting.
2. Reading and discussion of the Annual Report for the year 2024 prepared by the Board of Directors.
3. Reading of the Independent Auditor's Report for the 2024 fiscal year.
4. Reading, discussion and approval of the Financial Statements for the 2024 fiscal year.
5. Release of each member of the Board of Directors from liability for their activities in the 2024 fiscal year.
6. Discussion and resolution on the Board of Directors' proposal regarding the distribution of profits for the 2024 fiscal year.
7. Determination of the remuneration, attendance fees, bonuses and other financial rights of the members of the Board of Directors in accordance with the Company's Remuneration Policy.
8. Discussion and resolution on the Board of Directors' proposal regarding the appointment of the Independent Audit Firm for the audit of the 2025 accounts and transactions as required by the Turkish Commercial Code and Capital Markets Law.
9. Informing the shareholders about the guarantees, pledges, mortgages and sureties provided in favor of third parties by the Company and/or its subsidiaries in 2024, as well as the income or benefits obtained therefrom, in accordance with the regulations of the Capital Markets Board and Turkish Commercial Code.
10. Informing the shareholders about the donations and contributions made by the Company in 2024 and determining the upper limit for donations and contributions to be made in the remaining part of 2025.
11. Informing the shareholders about significant transactions realized in 2024 which may cause conflicts of interest, in accordance with Corporate Governance Principle No. 1.3.6.
12. Informing the shareholders about share buy-back transactions executed based on the resolution of the Board of Directors.
13. Granting permission to the members of the Board of Directors in accordance with Articles 395 and 396 of the Turkish Commercial Code.
14. Wishes, opinions and closing.

## PROXY STATEMENT

### GRAINTURK HOLDİNG ANONİM ŞİRKETİ

I hereby appoint the individual whose details are provided below as my proxy, to represent me, vote, make proposals, and sign necessary documents on my behalf in line with the views stated below at the Ordinary General Assembly Meeting of GRAINTURK HOLDING JOINT STOCK COMPANY to be held on Wednesday, 30.04.2025 at 11:00 a.m. at Delta Hotels by Marriott Panorama Meeting Room, Merkez Mahallesi Ayazma Caddesi Cuha Sokak No:3, 34406, Kağıthane/Istanbul.

Details of the Proxy:

Full Name/Trade Name:

ID No/Tax ID No, Trade Registry No and MERSIS No:

(Note: Foreign proxies must submit equivalent information where applicable.)

#### A) SCOPE OF REPRESENTATION AUTHORITY

For sections 1 and 2 below, one of the options (a), (b), or (c) must be selected to determine the scope of representation.

1. Regarding the Matters on the General Assembly Agenda:

- The proxy is authorized to vote according to their own opinion.
- The proxy is authorized to vote in line with the partnership management's proposals.
- The proxy is authorized to vote in accordance with the instructions specified in the table below.

Instructions:

If option (c) is selected by the shareholder, the instructions must be given for each agenda item by selecting either "accept" or "reject," and if "reject" is selected, the dissenting opinion to be entered into the minutes must also be stated.

Agenda Items (*)	Acceptance	Red	Opposition Commentary
1. Establishing the Opening and Meeting Presidency and authorizing the Chairman of the Meeting to sign the minutes of the General Assembly meeting,			
2. Reading and discussion of the 2024 Annual Report prepared by the Board of Directors,			
3. Reading the Independent Audit Report prepared by the Independent Audit Firm for the accounting period of 2024,			
4. Reading, discussing and approving the Financial Statements for the 2024 accounting period,			
5. Discharge of the members of the Board of Directors separately due to the activities of the Company in 2024,			
6. Discussing and deciding on the proposal of the Board of Directors regarding the dividend distribution for the 2024 operating year,			
7. Determination of the remuneration of the members of the Board of Directors and all kinds of financial rights such as attendance rights, bonuses and premiums within the framework of the Company's Remuneration Policy,			

8. Discussing and deciding on the proposal of the Board of Directors regarding the election of the Independent Audit Firm for the audit of the accounts and transactions of 2025 in accordance with the Turkish Commercial Code and the Capital Markets Law,			
9. In accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board; Informing the shareholders about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given by the Company and/or its subsidiaries in favor of third parties in 2024,			
10. Providing information about the donations and aids made by the Company in 2024 in accordance with the Corporate Governance Principles and determining the upper limit for the donations and aids to be made in the rest of 2025,			
11. In line with Principle 1.3.6 of the Corporate Governance Principles, informing shareholders about important transactions carried out in 2024 that may cause a conflict of interest,			
12. Informing the shareholders about the share buyback transactions carried out in line with the decision taken by the Board of Directors,			
13. Granting leave to the Members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code,			
14. Wishes and opinions, closing.			

**(\*) There is no voting on information items.**

If there is a separate draft resolution of the minority, this is also indicated separately for proxy voting.

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

- The proxy is authorized to vote in accordance with his or her own opinion.
- The proxy is authorized to vote in accordance with the proposals of the partnership management.
- The proxy is authorized to vote in accordance with the instructions set out in the table below.

**SPECIAL INSTRUCTIONS;** Special instructions, if any, to be given by the shareholder to the proxy are specified here.

**B) The shareholder specifies the shares he wants the proxy to represent by selecting one of the following options.**

**1. I hereby approve the representation of my shares, the details of which are stated below, by proxy.**

- Arrangement and series:\*
- Number/Group:\*\*
- Quantity-Nominal value:
- Whether there is a privilege in voting:
- Bearer-Registered Person:\*
- The ratio of the total shares/voting rights owned by the shareholder:

\*This information is not requested for dematerialized shares.

\*\*Information about the group, if any, will be included instead of the number for the shares that are recorded on record.

**2. I hereby approve the representation of all of my shares in the list of shareholders who can participate in the general assembly prepared by the CRA one day before the General Assembly day.**

**Name, surname or title of the shareholder(\*):**

TR Identity Number/Tax Number, Trade Registry and Number and MERSIS number:

**Tax Number:**

**Commercial Register and Number:**

**MERSIS number:**

**Address:**

(\* )For foreign shareholders, it is obligatory to submit the equivalents of the aforementioned information,

**Signatories(s)**

*[Signature]*