

**PENGUEN GIDA SANAYI ANONIM SİRKETİ**

**FROM THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS**

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 08/05/2025**

**Bursa Trade Registry Office – Trade Registry No: 27070**

The Ordinary General Assembly Meeting of our Company for the 2024 fiscal year will be held to discuss and resolve the agenda items set out below on Thursday, 08/05/2025 at 11:00 a.m. at the factory administrative building located at Balkan Mah. Mümin Gençođlu Caddesi No:1 Nilüfer / BURSA.

Shareholders of our Company may attend the Ordinary General Assembly Meeting either physically or electronically, either in person or through their representatives. Participation in the meeting electronically is possible through the use of secure electronic signatures of the shareholders or their representatives. Therefore, shareholders or their representatives who will perform transactions via the Electronic General Assembly System (“e-GAS”) are required to hold a secure electronic signature and to register with the Central Securities Depository of Türkiye Inc. (“MKK”) through the “e-Investor: Investor Information Center”.

In addition, shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the “Regulation on General Assemblies of Joint Stock Companies to be Held Electronically”, published in the Official Gazette dated 28 August 2012 and numbered 28395, and the “Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies”, published in the Official Gazette dated 29 August 2012 and numbered 28396.

Shareholders who will not be able to attend the meeting in person, either physically or electronically, may appoint a proxy by duly executing a power of attorney in accordance with the provisions of the Capital Markets Board’s Communiqué No. II-30.1 on “Voting by Proxy and Proxy Solicitation”, either by having the signature notarized or by attaching a notarized signature declaration to the signed power of attorney form, in accordance with the sample provided below. The sample power of attorney form may also be obtained from the Company’s headquarters and from the Company’s website at [www.penguen.com.tr](http://www.penguen.com.tr). Shareholders wishing to attend the General Assembly in person and physically may exercise their rights related to their shares registered in the “List of Shareholders” maintained by the Central Securities Depository of Türkiye (MKK) upon presentation of identification. Powers of attorney that do not comply with the mandatory requirements set forth in the said Communiqué and the attached sample form shall not be accepted.

Shareholders who will attend the General Assembly electronically via the Electronic General Assembly System may obtain information regarding the procedures and principles related to attendance, appointment of representatives, submission of proposals, expression of opinions, and voting from the website of the Central Securities Depository of Türkiye at <https://www.mkk.com.tr>.

The Company’s consolidated financial statements for the year 2024, the Board of Directors’ Annual Report, the Independent Auditor’s Report, the Board of Directors’ Profit Distribution Proposal, and the General Assembly Information Document will be made available for the review of the esteemed shareholders at least three weeks prior to the General Assembly Meeting, within the legal period, at the Company’s headquarters, on the Company’s website at [www.penguen.com.tr](http://www.penguen.com.tr), and on the Electronic General Assembly System of the Central Securities Depository of Türkiye.

It is respectfully submitted to the information of our esteemed shareholders.

Yours faithfully,

**PENGUEN GIDA SANAYI ANONIM SİRKETİ**

**CHAIRMANSHIP OF THE BOARD OF DIRECTORS**

## **AGENDA OF THE 2024 ORDINARY GENERAL ASSEMBLY MEETING**

- 1) Opening of the meeting and establishment of the Meeting Chairmanship,
- 2) Reading and discussion of the Board of Directors' Annual Report for the 2024 fiscal year,
- 3) Reading of the summary of the Independent Auditor's Report for the 2024 fiscal year,
- 4) Reading, discussion, and approval of the consolidated financial statements (balance sheet and profit and loss statements) prepared in accordance with the CMB and TCC for the 2024 fiscal year,
- 5) Deliberation and resolution on the release (discharge) of the members of the Board of Directors for their activities and transactions during the 2024 fiscal year,
- 6) Deliberation and resolution on the remuneration of the members of the Board of Directors for the 2025 fiscal year (01.01.2025 – 31.12.2025),
- 7) Deliberation and resolution on the Board of Directors' proposal regarding the profit distribution for the 2024 fiscal year,
- 8) Deliberation and resolution on the appointment of the Independent Audit Firm in accordance with the Turkish Commercial Code, the Capital Markets Board regulations, and the regulations of the Public Oversight, Accounting and Auditing Standards Authority,
- 9) Authorization of the members of the Board of Directors in accordance with Articles 395 and 396 of the Turkish Commercial Code to engage in transactions falling within or outside the Company's business scope, to participate in companies engaged in such activities, and to carry out other related transactions,
- 10) Providing information to the shareholders regarding guarantees, pledges, and mortgages granted to third parties by the Company, and any income or benefits derived therefrom, in accordance with the regulations of the Capital Markets Board,
- 11) Closing of the meeting.

## **ANNEXES**

### **ANNEX/1 Power of Attorney Form**

## POWER OF ATTORNEY

### PENGUEN GIDA SANAYI A.S.

I hereby appoint ..... as my proxy to represent me, vote on my behalf, submit proposals, and sign necessary documents at the Ordinary General Assembly Meeting of Penguen Gıda Sanayi A.Ş. to be held on Thursday, 08/05/2025 at 11:00 a.m. at Balkan Mah. Mümin Gençoğlu Caddesi No:1 Nilüfer / BURSA, in accordance with the views specified below.

Proxy's Information (\*);

Name / Surname / Trade Name::

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

(\*):For foreign proxies, equivalent information (if available) must be provided.

#### A) SCOPE OF REPRESENTATION AUTHORITY

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

##### 1. Matters on the General Assembly Agenda;

- The proxy is authorized to vote at their own discretion
- The proxy is authorized to vote in accordance with the proposals of the Company management.
- 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, instructions specific to each agenda item shall be given by marking one of the options provided for the relevant General Assembly agenda item (accept or reject), and in case of rejection, by specifying any dissenting opinion requested to be recorded in the minutes of the General Assembly.**

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening of the meeting and establishment of the Meeting Chairmanship,			
2. Reading and discussion of the Board of Directors' Annual Report for the 2024 fiscal year,			
3. Reading of the summary of the Independent Auditor's Report for the 2024 fiscal year,			
4. Reading, discussion, and approval of the consolidated financial statements (balance sheet and profit and loss accounts) prepared in accordance with the CMB and TCC for the 2024 fiscal year,			
5. Deliberation and resolution on the release (discharge) of the members of the Board of Directors for their activities and transactions during the 2024 fiscal year.,			

6. Deliberation and resolution on the remuneration (membership fees) of the members of the Board of Directors for the fiscal year 01.01.2025 – 31.12.2025.			
7. Deliberation and resolution on the Board of Directors' proposal regarding the profit distribution for the 2024 fiscal year.			
8. Deliberation and resolution on the appointment of the Independent Audit Firm in accordance with the Turkish Commercial Code, the Capital Markets Board regulations, and the regulations of the Public Oversight, Accounting and Auditing Standards Authority.			
9. Authorization of the members of the Board of Directors, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to engage personally or on behalf of others in transactions falling within or outside the Company's business scope, to participate as shareholders in companies engaged in such activities, and to carry out other related transactions, for deliberation and resolution.			
10. Provision of information to shareholders regarding guarantees, pledges, and mortgages granted by the Company in favor of third parties, as well as any income or benefits derived therefrom, in accordance with the Capital Markets Board regulations.			
11. Closing of the meeting			

**(\*) The items on the General Assembly agenda shall be listed one by one. If the minority has a separate draft resolution, it shall also be separately specified to enable voting by proxy.**

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

- a) The proxy is authorized to vote at their own discretion.
- b) The proxy is not authorized to represent on these matters.
- c) The proxy is authorized to vote in accordance with the special instructions set out below.

**SPECIAL INSTRUCTIONS;** Any special instructions to be given by the shareholder to the proxy shall be specified here, if any.

**B) The shareholder shall indicate the shares to be represented by the proxy by selecting one of the options below.**

**1. I hereby approve the representation of the shares specified below by the proxy.**

- a) Class and series:\*
- b) Number/Group:\*\*
- c) Quantity – Nominal value:

c) Whether there are voting privileges:

d) Whether the shares are bearer or registered:\*

e) Ratio of the shareholder's total shares/voting rights:

\*This information is not required for dematerialized (book-entry) shares held through the Central Securities Depository system.

\*\* For dematerialized (book-entry) shares, instead of a number, information regarding the relevant group, if any, shall be provided..

**2. I hereby approve the representation by the proxy of all my shares included in the list of shareholders eligible to attend the General Assembly, prepared by the Central Securities Depository of Türkiye (MKK) one day prior to the General Assembly date.**

**NAME AND SURNAME OR TRADE NAME OF THE SHAREHOLDER (\*)**

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

Address:

(\*)For foreign shareholders, equivalent information (if available) must be provided.

**SIGNATURE**