# INFORMATION DOCUMENT REGARDING BANVİT BANDIRMA VİTAMİNLİ YEM SANAYİ A.Ş. ANNUAL SHAREHOLDERS' MEETING TO BE HELD ON 22 MAY 2025

The Ordinary Shareholders' Meeting of our Company for the year 2024 will be held in Banvit facilities located at Ömerli Mah. Ömerli Sok. No: 2/8A Bandırma/Balıkesir on 22 May 2025 at 11.00 a.m. with the below agenda items.

Shareholders can attend the Ordinary Shareholders' Meeting in person or by proxy physically or by electronic means. Shareholders that will make transactions in the Electronic General Assembly System (EGKS) need to register with Central Registry Agency A.Ş. (MKK) and e-MKK Information Portal, to save their information and to have an electronic signature. Shareholders or representatives that are not registered with e-MKK information portal and that do not have e-signature cannot attend the Ordinary General Assembly Meeting by electronic means.

Also, shareholders or representatives that wish to attend the meeting by electronic means need to fulfil obligations according to "Regulation on the Attendance at General Assembly Meetings of Joint Stock Companies by Electronic Means" published in the Official Gazette dated 28 August 2012 no. 28395, and "Communiqué on Electronic General Assembly Meeting System to be Implemented at the General Assembly Meetings of Joint stock Companies" published in the Official Gazette dated 29 August 2012 no. 28396.

All shareholders in the List of Attendees to Shareholders' Meeting prepared by the Board of Directors based on Shareholders Chart formed according to dematerialized shares monitored by the Central Registry Agency ("CRA") are entitled to attend the meeting. Real person shareholders may attend by submitting their identity cards; representatives authorized to represent legal entity shareholders may attend with their identities. Those who will attend the General Meeting by proxy as representatives of real person or legal entity shareholders also have to submit their authorization documents.

Since the Shareholders Chart will be determined one day before the General Assembly date at 17:00 p.m., if the investors whose identities and information regarding the shares want to be in the Shareholders Chart, they need to apply to the intermediary firms that their accounts and identifications to be informed to the Company; and they need to remove the constraints, if any, one day before the General Assembly date at 16:30 at the latest.

Shareholders that will not be able to personally attend the meeting physically or by electronic means need to issue powers of attorney in accordance with the sample below or receive the sample power of attorney from our company's headquarters or our website www.banvitas.com and they need to submit their notarized powers of attorney by fulfilling the requirements under the provisions in the "Communiqué on Voting by Proxy and Proxy Solicitation" no II.30.1 of Capital Markets Board (CMB).

According to paragraph 4 of Article 415 of the Turkish Commercial Code no. 6102, and paragraph 1 of article 30 of the Capital Markets Law; the right to attend to the general assembly meeting and to vote does not depend on the condition of storing the share certificates. Therefore, if our shareholders want to attend the Ordinary Shareholders' Meeting, they do not need to block their shares.

As required by the Corporate Governance Principles and relevant communiqués of the CMB, the agenda, the invitation of, and the sample power of attorney for, the Ordinary Shareholders' Meeting of our Company shall be submitted for the shareholders' review 21 days before the meeting on the electronic general assembly system, at the company's headquarters located at Ömerli Mah. Ömerli Sok. No: 2/8A Bandırma/Balıkesir, and at company's website www.banvitas.com.

Pursuant to Law on Protection of Personal Data numbered 6698, the information note regarding the processed personal data may be accessed on our Company's website.

Respectfully submitted for the information of the Shareholders.

BANVIT BANDIRMA VITAMINLI YEM SANAYI A.Ş. Board of Directors

## ADDITIONAL EXPLANATIONS WITHIN THE SCOPE OF THE CAPITAL MARKETS BOARD REGULATIONS

According to the Communique on Corporate Governance numbered II.17.1, additional explanations, which need to be made regarding the agenda items, are made in the related agenda items below and explanations are submitted for the information of our shareholders in this section:

1. Total number of shares and voting rights reflecting the shareholding structure:

Issued capital of the company is TRY 100,023,579. All share prices representing the issued capital are paid up and divided into 100,023,579 shares each having a value of TRY 1. In our Company, there are no privileges stipulated under the Articles of Association regarding using the right to vote.

The shareholding structure of the Company is as follows:

SHAREHOLDER	NUMBER OF SHARES	SHARE RATIO (%)
TBQ Foods GmbH	91,727,011.82	91.71%
Free Float	8,296,567.18	8.29%
TOTAL	100,023,579	100.00%

2. Changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly and information on the reasons for such changes:

There are no managerial or operational changes that has or that will significantly affect the Company's activities in the past accounting period or planned for future accounting periods. Besides that, material event disclosures made by our Company in accordance with legal requirements are available at http://www.kap.org.tr.

3. Written requests of shareholders submitted to the Investor Relations Department related to adding an item to the agenda:

No written request has been received by the shareholders to the Investor Relations Department in order to add an agenda item within the period of year 2024.

4. In case the shareholders' meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors:

Within the period 2024, Bruno Machado Ferla was appointed as the member of the Board of Directors as a replacement to Fadi Felfeli in accordance with Article 363 of Turkish Commercial Code. According to agenda item 9 of the meeting, it shall be submitted to the General Assembly for its approval. The resume of the member appointed pursuant to Article 363 of the Turkish Commercial Code is presented in Annex 3.

## EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY SHAREHOLDERS' MEETING DATED 22 MAY 2025

#### 1. Commencement and the election of the Meeting Chairmanship.

Within the framework of the provisions of Turkish Commercial Code no. 6102 ("TCC") and the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings ("Regulation" or "General Assembly Regulation"), and Article 7 of the General Assembly Internal Regulation, a Chairman shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, at least one person will be appointed as the Clerk by the Chairman. The Chairman may also appoint adequate number of vote-collectors.

#### 2. Reading and discussing the Activity Report of the Board of Directors for the fiscal year 2024.

Within the framework of the TCC, the Regulation and the Capital Markets Law and related regulations, the Activity Report of the Board of Directors for the fiscal year 2024, which includes the corporate governance compliance statement, shall be presented at the Company's Headquarters, on the Public Disclosure Platform ("PDP"), on the Electronic General Assembly portal of the Central Registry Agency ("CRA") Joint Stock Company and on the corporate website of the Company at <a href="https://www.banvitas.com">www.banvitas.com</a> for review of our shareholders three weeks prior to the Shareholders' meeting and it shall be read and discussed by the General Assembly.

#### 3. Reading the summary of the Independent Audit Report for the fiscal year 2024.

Within the framework of the TCC, the Regulation, the Capital Markets Law and related regulations, a summary of the Independent Audit Report, which is presented for the review of our shareholders at Company's Headquarters, at the PDP, on the Electronic General Assembly Portal of the CRA and on the corporate website of our Company at <a href="https://www.banvitas.com">www.banvitas.com</a> three weeks prior to the Shareholders' meeting, will be read and the General Assembly shall be informed.

#### 4. Reading, discussing, and approving the Financial Statements for the fiscal year 2024.

Within the framework of the TCC, the Regulation, the Capital Markets Law and related regulations, our financial statements pertaining to year 2024, which is presented for the review of our shareholders at Company's Headquarters, at the PDP, on the Electronic General Assembly Portal of the CRA and on the corporate website of our Company at <a href="www.banvit.com">www.banvit.com</a> three weeks prior to the Shareholders' meeting, shall be presented to our shareholders for their evaluation and approval.

## 5. Release of each member of the Board of Directors in relation to the activities of the Company in 2024.

Within the framework of the TCC and the Regulation, the release of our Board Members for the activities, transactions and accounts for the year 2024 shall be submitted to the General Assembly for its approval.

# 6. Discussing and resolving on the offer of the Board of Directors regarding the manner of use and distribution of the profits of 2024 in accordance with the Company's profit distribution policy.

According to our consolidated financial statements, prepared by our Company within the framework of the Communiqué on Principles of Financial Reporting in the Capital Markets (II-14.1) and audited by Eren Bağımsız Denetim A.Ş. (Grant Thornton) covering the accounting period between

01.01.2024– 31.12.2024; it is determined that the Company made net profit in the amount of TRY 3.599.078.527 and the Company made net profit in the amount of TRY 3.195.801.062 according to the TPL (VUK). Considering the Company Policy on Profit Distribution, long-term Group and Company strategies, investment and financing policies, profitability and cash situation, not distributing any profit for the fiscal year 2024 in order to strengthen the financial structure of our Company and to avoid financing needs, will be submitted to the review and approval of the General Assembly.

In this regard, the table drawn up in accordance with the Profit Distribution Table format provided in the Dividend Communiqué numbered II-19.1 and the Dividend Guide announced in accordance with the said communiqué, is provided in Annex 1.

7. Informing the shareholders on (i) "Remuneration Policy for the members of the Board of Directors and the Senior Executives" and (ii) the total sum of the benefit provided to the members of the Board of Directors and the executive management in 2024.

Within the framework of the provisions of the Corporate Governance Principles, the principles for the remuneration of Board of Directors' members and senior executives shall be made available in writing and included as a separate article on the Shareholders' Meeting agenda to enable the shareholders to share their opinions on the same. In this regard, the remuneration policy of our Company is attached hereto as Annex 2 for this purpose. Information on the compensation of the members of the Board of Directors and the senior executives in 2024 is available under the heading numbered 1 "Total Amount of Financial Rights like Attendance Fee, Wages, Bonus, Premium and Dividend Payments" under the section "Financial Rights Given to Board Members and Executive Management" in the Company's Annual Activity Report for the Accounting Period between 01.01.2024-31.12.2024.

8. Determining the annual and/or monthly salaries of the Members of the Board of Directors.

The annual and/or monthly remuneration to be paid to the members of the Board of Directors in 2025 shall be determined by the shareholders as per the remuneration policy of our Company.

Presenting the member of the Board of Directors elected as per Article 363 of Turkish Commercial Code due to the vacancy in the Board of Directors to the approval of the General Assembly.

Within the period 2024, Bruno Machado Ferla was appointed as the member of the Board of Directors as a replacement to Fadi Felfeli in accordance with Article 363 of Turkish Commercial Code. According to agenda item 9 of the meeting, it shall be submitted to the General Assembly for its approval. The resume of the member appointed pursuant to Article 363 of the Turkish Commercial Code is presented in Annex 3.

10. Discussing and resolving on the proposal of the Board of Directors regarding the election of independent audit institution.

In accordance with the provisions of the Turkish Commercial Code and Capital Markets legislation, at the meeting of our Board of Directors held on 21.04.2025, it was resolved:

 to appoint Eren Bağımsız Denetim Anonim Şirketi (registered with the Istanbul Trade Registry Office under registration number 658491-0, located at Reşitpaşa Mahallesi Eski Büyükdere Cad. Park Plaza Apt. No: 14/24, Sarıyer/Istanbul, MERSIS No: 0353059030100010, Tax ID No: 3530590301) as the independent auditor to audit the financial reports and perform other relevant activities of our Company for the 2025 fiscal year,  And to appoint Eren Bağımsız Denetim Anonim Şirketi (registered with the Istanbul Trade Registry Office under registration number 658491-0, located at Reşitpaşa Mahallesi Eski Büyükdere Cad. Park Plaza Apt. No: 14/24, Sarıyer/Istanbul, MERSIS No: 0353059030100010, Tax ID No: 3530590301) to conduct assurance audits of our Company's sustainability reports for the 2024 and 2025 fiscal years.

This resolution will be submitted for the approval of the General Assembly.

11. Informing the shareholders about the donations made by the Company in the financial year 2024, and discussing and determining an upper limit for donations to be made in the financial year 2025.

Pursuant to Article 6 of the Capital Market Board's Communiqué on Dividends numbered II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Association, and information concerning the donations and payments made must be provided to the information of the shareholders at the General Assembly.

The total amount of donations made by our company to public institutions and organizations regarding education, food, corporate social responsibility, maintenance and repair, etc. in 2024 is TRY 920.356 (2023: TRY 1.085.204,50). Additionally, the Company participated in social responsibility projects with TRY 545.421 monetary contribution.

The upper limit of donations to be made in 2025 shall be determined by the General Assembly.

12. Informing the shareholders about the collaterals, pledges, mortgages, and surety granted in favor of third parties and the income or benefits obtained in 2024 by the Company and its subsidiaries.

Pursuant to Article 12 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, income or benefits derived by our Company and/or its Subsidiaries from collaterals, pledges, mortgages and sureties against third parties must be stipulated in a separate item of the agenda of the General Assembly. This is indicated in footnotes of our Financial Statements covering the accounting period between 01.01.2024 – 31.12.2024.

13. Informing the shareholders about the transactions conducted with the related parties in 2024.

According to the Corporate Governance Principles, related party transactions are stipulated under the footnotes of the Company's Consolidated Financial Statements for the Accounting Period between 01.01.2024-31.12.2024 and the Independent Audit Report. This shall be submitted for the information of our shareholders at the Shareholder's Meeting.

14. Informing the shareholders on the transactions carried out in the year 2024 by the shareholders that have management control, the members of the Board of Directors, the senior executives, and their spouses and relatives related by blood or affinity up to the second degree.

Pursuant to the Capital Markets Board's Corporate Governance Principle No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly. In 2024, there has been no

important transaction requiring disclosure within the scope of the principle number 1.3.6 of the Corporate Governance Communiqué.

## 15. Authorizing the Members of the Board of Directors as per the provisions of the Articles 395/1 and 396 of the Turkish Commercial Code.

The members of the Board of Directors may make transactions within the framework of the first paragraph of Article 395 titled "Prohibition of Transactions with the Company, Borrowing to the Company" and Article 396 titled "Prohibition of Competition" of the TCC.

To fulfil the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly.

#### 16. Wishes and opinions.

#### 17. Closing.

Annex 1: Profit Distribution TableAnnex 2: Remuneration Policy

**Annex 3**: Resume of the Member of the Board of Directors Appointed in Accordance with Article 363 of the Turkish Commercial Code

#### **ANNEX 1: PROFIT DISTRIBUTION TABLE**

Banvit Bandırma Vitaminli Yem Sanayi A.Ş. 01.01.2024 - 31.12.2024 Period Dividend Payment Table (TRY)									
1. Pa	id-In / Issued Capital	100.023.579							
2. To	tal Legal Reserves (According to Legal Records	13.548.963							
	mation on privileges in dividend distribution, les of Association	if any, in the	N/A						
		Based on CMB Regulations	Based on Legal Records						
3.	Current Period Profit	5.146.292.881	4.447.327.805						
4.	Taxes Payable (-)	1.547.214.354	1.251.526.743						
5.	3.599.078.527  Net Current Period Profit		3.195.801.062						
6.	Losses in Previous Years (-)	-	-						
7.	Primary Legal Reserve (-)	6.455.753	6.455.753						
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	3.592.622.774	3.189.345.309						
9.	Donations Made During The Year (+)	920.356	920.356						
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	3.593.543.130	3.190.265.665						
	First Dividend to Shareholders	-	-						
	- Cash	-	-						
11.	- Stock	-	-						
	- Total	-	-						
12.	Dividend Distributed to Owners of Privileged Shares	-	-						
	Other Dividend Distributed	-	-						
13.	To the Members of the Board of  Directors	-	-						
	Directors  To the Employees	_	-						
	To Non-Shareholders	-	-						
14.	Dividend to Owners of Redeemed Shares	-	-						
15.	Second Dividend to Shareholders	-	-						
16.	Secondary Legal Reserves -		-						
17.	Statutory Reserves	-	-						
18.	Special Reserves	-	-						
19.	Extraordinary Reserves	-	-						
		-	-						
20.	Other Distributable Resources	-	-						

### **Dividend Payment Rates Table**

	GROUP (*)	TOTAL DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)		DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	
		CASH	STOCK	ORANI (%)	CASH	STOCK
		(TL)	(TL)		(TL)	(TL)
NET	TOTAL	-	-	-	-	-

#### **ANNEX 2: REMUNERATION POLICY**

## REMUNERATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS AND THE SENIOR EXECUTIVES

This remuneration policy is prepared for the Members of our Board of Directors and our Senior Executives within the scope of the regulations of the Capital Markets Board.

#### 1. Board of Directors

The membership remuneration, bonuses and options to be obtained at the end of the year by our company's Board of Directors are annually determined by the General Assembly.

The expenses incurred by the Members of the Board of Directors during their duties they have been assigned are borne by the company.

Stock options or payment plans based on the performance of the company shall not be used in the remuneration of the independent Members of the Board of Directors.

The Members of the Board of Directors cannot borrow money or be provided loan.

#### 2. Senior Executives

The remuneration of Senior Executives are determined as per the current market remuneration policies and the positions of these individuals.

Furthermore, at the end of the year, senior executives may be entitled to bonuses in consideration with the performance of the company and the contribution of these executives to the performance of the company.

The expenses incurred by the senior executives and other executives during their duties they have been assigned are borne by the company.

#### 3. Confidentiality

All elements of the remuneration are personal and confidential. This is only known by the relevant person, his/her executive and Human Resources Department. It is essential that the related person be attentive to this confidentiality subject and not disclose such information with third parties.

## ANNEX 3: RESUME OF THE MEMBER OF THE BOARD OF DIRECTORS APPOINTED IN ACCORDANCE WITH ARTICLE 363 OF TURKISH COMMERCIAL CODE

Bruno Machado Ferla is a professional with over 25 years of experience as a lawyer in law firms and companies in the legal, mergers and acquisitions, compliance, and institutional relations areas. He began his career as a lawyer at Pinheiro Neto, where he worked for 12 years. After a brief stint at Alpargatas, he joined the holding company of Grupo Camargo Correa in 2005 as Legal Director, later being promoted to Director of Corporate Affairs, where he remained until August 2012. Subsequently, Bruno Machado Ferla was a partner at the law firms Veirano Advogados and Vella Pugliese Buosi e Guidoni Advogados, where he worked in the areas of M&A, contracts, corporate law, and capital markets until July 2018, before joining BRF. Since then, he has taken on the role of Vice President of Legal, Institutional Relations, Compliance, and Governance, and later also the M&A and Tax Areas.