

## **INVITATION FROM HEKTAŞ TİCARET T.A.Ş. BOARD OF**

### **DIRECTORS TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING FOR 2022**

The Extraordinary General Assembly Meeting of 2022 will be held on 03 June 2022 Friday, at 10:30, at the address Gebze OSB Mahallesi 700.Sk. No: 711 / 1 P.K. 41400 Gebze / KOCAELİ, to discuss and take decisions on the following issues specified in the agenda. (\*)

Under the article 30 of the Capital Market Law, the list of attendants is prepared based on the shareholders list obtained from the Central Securities Depository of Turkey (CSD) by our Company's Board of Directors and only the shareholders whose names are in the list may attend the General Assembly. Pursuant to the article 415 of the Turkish Commercial Law, the general assembly meeting may be attended by the shareholders whose names are included in the list of attendants prepared by the board of directors. With respect to dematerialized shares, in the preparation of the list of attendants, the "List of Shareholders" provided as of 23:59 one day before the general assembly date by the Central Securities Depository is taken into account. The shareholders whose names are included in the list may physically attend our Company's Extraordinary General Assembly Meeting by showing their identities.

Shareholders who would like to attend the General Assembly Meeting in person or through their representatives in electronic form under the article 1527 of the Turkish Commercial Law must declare their preferences in this regard via the CSD system, using the Electronic General Assembly System (EGAS). If a representative is to attend the General Assembly Meeting instead of the shareholder, the representative's identity information must be registered in EGAS. The authorization may be carried out in this way, in cases where a representative will physically attend the meeting as well.

Our Company's shareholders may attend the Extraordinary General Assembly Meeting in person as well as through their representatives, physically or in electronic form. Procedures regarding electronic attendance at General Assembly meetings, appointment of representatives, making proposals, declaring opinions and voting shall be carried out via the Electronic General Assembly System (EGAS) provided by the Central Securities Depository (CSD). The General Assembly may be attended in electronic form, through the secure electronic signatures of shareholders or their representatives. Therefore, shareholders who will carry out processes on the Electronic General Assembly System (EGAS) must first be registered on the e-CSD Information Portal of the Central Securities Depository and have their contact details recorded; furthermore, they must have secure electronic signatures. Shareholders or their representatives who are not registered in the E-CSD Information Portal and who do not have secure electronic signatures may not attend general assembly meetings in electronic form via EGAS.

Shareholders or their representatives who would like to attend the meeting in electronic form must fulfill their duties in accordance with the provisions of the "Communiqué on the Electronic General Assembly System to be Implemented in the General Assemblies of Joint Stock Companies, which was published in the Official Gazette dated 29 August 2012 no. 28396 and the "Regulation on General Assemblies Held Electronically in Joint Stock Companies", which was published in the Official Gazette dated 28 August 2012 no. 28395. Otherwise, they may not attend the meeting. Detailed information about EGAS is available at the address [www.mkk.com.tr](http://www.mkk.com.tr) .

Shareholders who may not participate in the meeting in person and will attend it through their proxy physically or electronically are required to prepare their power of attorney in line with the example provided below or obtain the example power of attorney from our Company's Head Office or on our Company's web site, [www.hektas.com.tr](http://www.hektas.com.tr), to fulfill the requirements prescribed in the Communiqué no. II-30.1 on "Voting through Proxies and Collection of Powers of Attorney via Invitation" of the Capital Market Board, and submit their power of attorney certified by a public notary or a power of attorney accompanied by a declaration of signature issued before a public notary.

Under the CMB Corporate Governance Principles and CMB Communiqués, with respect to the matters to be discussed at our Company's Extraordinary General Assembly Meeting, the General Assembly Meeting agenda and the amendment text of the article 7 titled "Capital" of the Company's Articles of Association as approved by the CMB and the Ministry of Trade shall be kept available for review by our shareholders at the Company Headquarters at the address Gebze OSB Mahallesi 700.Sk. No: 711 / 1 P.K. 41400 Gebze / KOCAELİ and our Company's web site [www.hektas.com.tr](http://www.hektas.com.tr), at least three weeks in advance of the General Assembly meeting date.

Respectfully announced to our shareholders.

(\*) Pursuant to the article 29 of the Capital Market Law, registered letters will not be sent additionally as invitation to the General Assembly Meeting to our shareholders.

**AGENDA OF HEKTAŞ TİCARET T.A.Ş.'S  
EXTRAORDINARY GENERAL ASSEMBLY MEETING  
FOR 2022**

1. Opening, establishment of the meeting chairmanship and a moment of silence,
2. Authorizing the meeting chairman to sign the minutes and other documents of the general assembly,
3. Discussing, submitting for approval and agreeing on the amendment of the article 7 titled "Capital" of the Company's Articles of Association as indicated in the attachment, in order to increase the Authorized Capital Cap from TL 1,000,000,000 to TL 3,000,000,000 and to authorize the Board of Directors to perform Capital Increase from 2022 to 2026 (5 years),
4. Closing.

**ANNEX 1- Amendment Text**

<b>HEKTAŞ TİCARET TÜRK ANONİM ŞİRKETİ ARTICLES OF ASSOCIATION AMENDMENT TEXT</b>	
<b>CURRENT VERSION</b>	<b>NEW VERSION</b>
<p><b>CAPITAL</b></p> <p><b>ARTICLE 7</b></p> <p>The Company adopted the authorized capital system as per the provisions of the Capital Market Law (CML) and started to implement this system based on the permission dated 13.10.1988 no. 547 of the Capital Market Board.</p> <p>The authorized capital cap of the Company is TL 1,000,000,000 and is divided into 100,000,000,000 shares, each with a nominal value of 1 (one) Kurus. The authorized capital cap permission granted by the Capital Market Board is valid for the years 2021- 2025 (5 years). Even if the authorized capital cap which is permitted cannot be reached at the end of 2025, in order for the board of directors to take a capital increase decision after 2025, authorization must be obtained for a new period not exceeding 5 years from the general assembly, by obtaining permission from the Capital Market Board for the cap previously permitted or a new cap amount. If the aforementioned authorization cannot be obtained, capital increase cannot be applied with a board of directors decision.</p> <p>The company's issued capital is in the amount of 860,000,000 (eight hundred sixty million) Turkish Liras which is wholly paid, comprised of 86,000,000,000 (eighty six billion) shares, each with a nominal value of 1 (one) Kurus.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered shares or bearer's shares up to the authorized capital cap when deemed necessary, in accordance with the provisions of the Capital Market Law, between 2021 and 2025.</p> <p>The Board of Directors is authorized to issue shares exceeding the nominal value or restrict the shareholders' rights to acquire new shares, provided that the provisions of the Turkish Commercial Law and Capital Market Law are not violated.</p> <p>The authority to restrict new share acquisition cannot be exercised by creating inequality among shareholders.</p> <p>The shares representing the capital are recognized in dematerialized form, within the framework of the principles on dematerialization.</p> <p>Each share grants 1 voting right.</p>	<p><b>CAPITAL</b></p> <p><b>ARTICLE 7</b></p> <p>The Company adopted the authorized capital system as per the provisions of the Capital Market Law (CML) and started to implement this system based on the permission dated 13.10.1988 no. 547 of the Capital Market Board.</p> <p>The authorized capital cap of the Company is TL <b>3,000,000,000</b> and is divided into <b>300,000,000,000</b> shares, each with a nominal value of 1 (one) Kurus. The authorized capital cap permission granted by the Capital Market Board is valid for the years <b>2022- 2026</b> (5 years). Even if the authorized capital cap which is permitted cannot be reached at the end of <b>2026</b>, in order for the board of directors to take a capital increase decision after <b>2026</b>, authorization must be obtained for a new period not exceeding 5 years from the general assembly, by obtaining permission from the Capital Market Board for the cap previously permitted or a new cap amount. If the aforementioned authorization cannot be obtained, capital increase cannot be applied with a board of directors decision.</p> <p>The company's issued capital is in the amount of <b>860,000,000</b> (eight hundred sixty million) Turkish Liras which is wholly paid, comprised of <b>86,000,000,000</b> (eighty six billion) shares, each with a nominal value of 1 (one) Kurus.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered shares or bearer's shares up to the authorized capital cap when deemed necessary, in accordance with the provisions of the Capital Market Law, between <b>2022 and 2026</b>.</p> <p>The Board of Directors is authorized to issue shares exceeding the nominal value or restrict the shareholders' rights to acquire new shares, provided that the provisions of the Turkish Commercial Law and Capital Market Law are not violated.</p> <p>The authority to restrict new share acquisition cannot be exercised by creating inequality among shareholders.</p> <p>The shares representing the capital are recognized in dematerialized form, within the framework of the principles on dematerialization.</p> <p>Each share grants 1 voting right.</p>

## ANNEX 2 – Power of Attorney

### POWER OF ATTORNEY HEKTAŞ TİCARET T.A.Ş.

I hereby appoint ....., who is introduced in detail below, as my proxy with the authority to represent me, vote, make proposals and sign necessary documents in accordance with the opinions I have stated below, at the Extraordinary General Assembly meeting of HEKTAŞ TİCARET T.A.Ş. which will be held for the year 2022 on 03 June 2022, Friday at 10:30 AM, at the address Gebze Organize Sanayi Bölgesi Mah. 700. Sokak No:711/1 41400 Gebze- Kocaeli.

Information about the proxy (\*);

Name Surname/ Trade Name:

Republic of Turkey Identity No/Tax No, Trade Registry Number and MERSIS Number:

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

#### A) SCOPE OF THE REPRESENTATION AUTHORITY

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

##### 1. Regarding the Issues on the General Assembly's Agenda;

- 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 management of the partnership.
- c) The proxy is authorized to vote in line with the instructions specified in the following table.

##### Instructions:

If the shareholder selects the option (c), instructions specific to the agenda item shall be given by marking one of the options (accept or reject) provided next to the related general assembly agenda item and if the reject option is selected, it is given by specifying the dissent demanded to be written in the general assembly minutes, if any.

Agenda Items (*)	Accept	Reject	Dissent
1.			
2.			
3.			
4.			

(\*) Matters in the agenda of the General Assembly are listed one by one. If the minority has a separate draft decision, this is also indicated separately to ensure voting by proxy.

##### 2. Special instruction on other issues that may arise at the General Assembly meeting, and especially on the exercise of minority rights:

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy does not have representation authority in these matters.
- c) The proxy is authorized to vote in line with the specific instructions below.

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

**B)The shareholder specifies the shares to be represented by the proxy by selecting one of the following options.**

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

- a) Degree and series:\*
- b) Number/Group:\*\*
- c) Quantity-Nominal value:
- ç) Whether there is voting privilege:
- d) Whether they are bearer's shares- registered shares:\*
- e) Ratio to the total shares/voting rights owned by the shareholder:

*\*This information is not required for dematerialized shares.*

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

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

**SHAREHOLDER'S NAME SURNAME or TITLE (\*)**

TC Identity No/Tax No, Trade Registry and Number and MERSIS Number:

Address:

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

**SIGNATURE**