

**BERA HOLDING A.Ş.**  
**INFORMATION DOCUMENT OF THE YEAR 2020 TO THE ORDINARY GENERAL ASSEMBLY**

The Announcement of the 2020 Ordinary General Assembly to be held on 06/05/2021 was published on the Public Disclosure Platform on 09/04/2021.

**THE ADDITIONAL EXPLANATIONS ON THE SCOPE OF THE CORPORATE GOVERNANCE  
COMMUNIQUE NO II-17.1 OF THE CAPITAL MARKETS BOARD**

Of the additional explanations required in accordance with the "Corporate Governance Communiqué" numbered II-17.1 of the Capital Markets Board, those related to the agenda items are made in the relevant agenda item below, and other compulsory general explanations are presented for your information in this section.

- a) **Information regarding the total number of shares and voting rights reflecting the partnership structure of the partnership as of the date of the disclosure and information concerning the number of shares representing each privileged share group and voting rights and the nature of privileges, if there is a privileged share in the partnership capital;**

The capital of the holding consists of 341,600,000 shares, each with a nominal value of 1-TL. Our company does not have any privileges in its shares. The shares give 1 voting right to their owner at the General Assembly. As of the announcement date of this Information Document, we do not have a shareholder who holds more than 5% share and voting rights.

- b) **Information as regards the changes and the grounds for these changes in the management and activities of the company and its subsidiaries in the previous fiscal period or planned for the upcoming fiscal periods that will significantly affect the partnership activities;**

Although there is no change in management or activity that would significantly affect the operations of the Holding and its subsidiaries, an application has been made to the Capital Markets Board to bring the company's articles of association in line with the Capital Market Legislation in order to offer the shares of Konya Kağıt A.Ş., one of our group companies, to the public.

All of the shares of Yenipark Turizm A.Ş., which operates in hotel management in Ankara, which is a 100% affiliate of one of our group companies Bera Turizm San.ve Tic.A.Ş, were transferred to Murat AKBAŞ for a price of 4.000.000.-TL and the affiliate relationship was terminated. The sales price has been collected in advance.

- c) Information concerning whether there is dismissal, replacement or election of members of the board of directors on the agenda of the general assembly meeting; the grounds for dismissal and replacement; and information about the persons whose candidacy has been conveyed to the partnership, their resumes, the duties they have carried out in the last ten years and the reasons for resignation, the nature and significance level of the relationship of the partnership and the related parties, whether they have the quality of independence, and similar points that could affect the activities of the partnership if they are elected as members of the board of directors;

There is an item, on the 2020 Ordinary General Assembly Meeting Agenda, for the election of members to the Board of Directors and to the Independent Board Members; no application has been made until the announcement date of this document.

ç) The written requests of the shareholders of the partnership to the Investor Relations Department regarding the inclusion of an item on the agenda, in instances in which the board of directors does not accept the agenda proposals of the partners, the unaccepted proposals and reasons for rejection;

There is no written request made to the Investor Relations Department within the scope of Article (ç) of Article 1.3.1 of the Corporate Governance Principles of the "Corporate Governance Communiqué numbered II-17.1" of the CMB.

- d) In case there is a change on the agenda with respect to the articles of association, the old and new versions of the articles of association, together with the relevant decision of the board of directors;

There is no change in the Articles of Association in the 2020 Ordinary General Assembly Meeting agenda.

**BERA HOLDING A.Ş.**

**EXPLANATIONS ON THE AGENDA AND AGENDA ITEMS OF THE 2020 ORDINARY GENERAL  
ASSEMBLY TO BE HELD ON 06/05/2021**

**1. Opening, inspection and appointment of the Chair of the Assembly**

The General Assembly meeting will be opened by the Chairman of the Board of Directors. If the meeting quorum has been achieved by examining the List of Attendees, the Meeting Presidency is formed to manage the General Assembly meeting in accordance with the

provisions of Article 7 of the Internal Directive on General Assembly Working Procedures and Principles of the Holding and with the relevant article of our Articles of Incorporation and the "Turkish Commercial Code No. 6102" (TCC) and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to Attend These Meetings" ("Regulation" or "General Assembly Regulation").

As stated in article 12.3 of the Company's Articles of Association titled "General Assembly", and in line with the provision that "The General Assembly meetings are chaired by the Chairman of the Board of Directors. The General Assembly is chaired by one of the Deputy Chairman of the Board of Directors. In general assemblies where the vice president is not present, the chairman of the meeting is elected by the attendees.", the chairmanship of the meeting will be executed by the chairman of the board of directors or one of his/her deputy members.

At least one Record Clerk is appointed by the Chairman of the Meeting in accordance with the Holding's Internal Directive on General Assembly Working Procedures and Principles. The Meeting Chairman may also elect a sufficient number of vote collectors.

**2. Presentation, negotiation and approval of Annual Activity Report issued by the board of directors for the accounting period of 2020**

Prepared within the framework of TCC, Statutes and Capital Market Law regulations, the Consolidated Annual Report for the year 2020, which also includes The Corporate Governance Compliance Report, published on the Public Disclosure Platform on 10.03.2021 and on the Holding's corporate website at [www.beraholding.com.tr](http://www.beraholding.com.tr) for three weeks at the Headquarters of the Holding, on MKK's Electronic General Assembly portal for review of our shareholders, will be submitted to the General Assembly.

**3. Presentation of the Independent Audit Report for the accounting period of 2020**

The General Assembly will be informed about the Independent Audit Report for the year 2020, prepared in accordance with the regulations of Capital Markets Board, Public Oversight Accounting and Auditing Standards Agency, Turkey Accounting Standards, and published on the Public Disclosure Platform on 10.03.2021 and on the corporate website at [www.beraholding.com.tr](http://www.beraholding.com.tr) for the review of our shareholders at the Headquarters of the Holding for three weeks before the date of the General Assembly.

**4. Presentation, negotiation and approval of the financial statements for the accounting period of 2020 fiscal year**

Information will be given to the partners regarding the Consolidated Financial Tables for 2020, prepared within the framework of TCC, Statutes and Capital Market Law regulations and published on the Public Disclosure Platform on 10.03.2021 and on the Holding's corporate website at [www.beraholding.com.tr](http://www.beraholding.com.tr), submitted for the review of our shareholders at the

Holding's Headquarters, MKK's Electronic General Assembly portal for three weeks before the date of the General Assembly. The tables will also be submitted for their approval.

**5. Discussing the release of the members of the board of directors for their activities in the 2020 accounting period**

In accordance with the provisions of the TCC and the Regulation, the acquittal of the Members of the Board of Directors for their 2020 activities, transactions and accounts will be submitted to the approval of the General Assembly.

**6. Discussing and resolving the proposal of the board of directors concerning the use of profits for the year 2020**

Prepared by the Holding under the provisions of the Capital Markets Board and TCC in line with Turkey Accounting Standards / Turkey Financial Reporting Standards (IAS / IFRS) and audited independently, the Parent Company's consolidated Net Profit for the Period was 352,292,988 TL according to the Consolidated Financial Statements for 01.01.2020-31.12.2020, considering the Operating Profit, Income / Expenses from Investment Activities, Continuing Operations together with "Deferred Tax Income" and "Period Tax Expense". According to the unconsolidated legal records arranged in accordance with the provisions of TCC and Tax Procedure Law, "a Period Loss" of 27.776.125.05.-TL occurred in the fiscal period 01.01.2020-31.12.2020.

In accordance with the provision "dividend can only be distributed from net profit" in article 470 of the Turkish Commercial Code numbered 6102 regulating the dividend, dividend distribution will not be made due to the occurrence of 27.776.125.05.-TL "Period Loss" in the 2020 fiscal period. This issue will be presented to the General Assembly by the Board of Directors. (Appendix 1).

**7. Determining the number of the members of the board of directors and electing them; Determining their terms of office and electing Independent Board Members**

Taking into account the principles in our Articles of Association regarding the election of members of the Board of Directors, the election of Independent Members who meet the independence criteria in accordance with the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board and its annex Corporate Governance Principles and of new members in place of the Board Members whose term has expired will be made in accordance with the Capital Markets Board regulations, Turkish Commercial Code and the Regulation.

No application has been made for a candidacy for Board Membership until the date of the announcement of this document.

**8. Approval of the Independent Audit Company elected by the Board of Directors, which will engage its activities under the Turkish Commercial Code and Capital Markets Board for the fiscal period 01.01.2021 - 31.12.2021**

In order to audit the Consolidated Financial Statements and Financial Reports of the Holding in the accounting period of 2021 and to carry out other activities within the scope of the relevant regulations, determined by the Audit Committee and approved by the decision of the Board of Directors dated 01/04/2021 and numbered 10, in accordance with the regulations of the Turkish Commercial Code and the Capital Markets Board, the election of Eren Independent Auditing Incorporation will be submitted to the approval of the General Assembly.

**9. Informing the shareholders about the donations and aids given in the year 2020**

In accordance with Article 6 of the Capital Markets Board's Dividend Communiqué numbered II-19.1, stating that "the limit of the donation to be made should be determined by the general assembly in cases not specified in the Articles of Association, and the donations and payments made must be submitted to the information of the shareholders at the ordinary general assembly", shareholders will be informed about the donations and aids of 383.047,66 Turkish liras made in 2020.

**10. Setting an upper limit for donations to be given in 2021,**

The General Assembly will set the limit to the donations which will be made in 2021.

**11. Informing the general assembly about the guarantees, pledges, mortgages and sureties given by the holding in favor of the third parties in 2020 in accordance with the regulations of the Capital Markets Board,**

In accordance with Article 12 of the Corporate Governance Communiqué No. II-17,1. of Capital Markets Board, income or benefits obtained through the guarantees, pledges, mortgages and sureties given by the Holding and / or its Subsidiaries in favor of third parties should be included in the agenda of the Ordinary General Assembly Meeting as a separate item. Information on guarantees, pledges, mortgages and sureties given in favor of third parties for the purpose of conducting ordinary business activities is included in footnote 25 of our Financial Statements dated 31.12.2020.

**12. Determining the remuneration and attendance fees of the members of the Board of Directors**

The remuneration and Attendance Rights of the members of the Board of Directors and Independent Board Members will be determined by the General Assembly.

**13. Discussing whether special permission will be given to the members of the Board of Directors to personally carry out the activities that fall within the scope of the Company's field of activity, in line with Articles 395 and 396 of the Turkish Commercial Code and the Principle 1.3.6 of the II-17.1 Corporate Governance Communiqué published by the Capital Markets Board**

Members of the Board of Directors can only conduct transactions only with the approval of the General Assembly within the framework of the first paragraph of Article 395 titled "Prohibition

of Transacting with the Company, Borrowing to the Company" and article 396 titled "Prohibition of Competition" of the Turkish Commercial Code.

Pursuant to the Mandatory Corporate Governance Principle numbered 1.3.6 of the Capital Markets Board, the members of the Board of Directors must be approved in advance by the General Assembly to do the works that fall within the scope of the Company's field of activity, and information must be given in the General Assembly about the transactions involved.

In order to fulfill the requirements of these regulations, the granting of the involved permission will be submitted to the approval of the shareholders at the General Assembly.

#### **14. Wishes, earnest desires and closing.**

#### **ANNEXES:**

##### **ANNEX / 1 Proposal of the Board of Directors for the Distribution of 2020 Profit**

##### **ANNEX / 1 Proposal of the Board of Directors for the Distribution of 2020 Profit**

At the meeting of our Board of Directors on 10.03.2021;

Considering Turkish Commercial Code (TCC), Capital Market Legislation, Capital Markets Law (CMBn.), Capital Markets Board (CMB) Regulations / Resolutions, Corporate Tax, Income Tax, Tax Procedure Law (TPL) and other relevant legal legislation provisions and the relevant provisions of the Articles of Incorporation and the "Profit Distribution Policy" we have disclosed to the public;

It was seen;

- that "a Period Loss" of 27.776.125.05 -TL occurred in the fiscal period 01.01.2020-31.12.2020 according to our non-Consolidated legal records arranged in accordance with the provisions of TCC and TPL, and
- that the Parent Company's Share is 352,292,988-TL, According to the Consolidated Financial Statements for the accounting period 01.01.2020-31.12.2020, prepared in accordance with the provisions of the Capital Markets Board's II 14-1 "Communiqué on Principles Regarding Financial Reporting in the Capital Markets", within the framework of Turkey Accounting Standards / Turkey Financial Reporting Standards (IAS / IFRS) issued by the Public Oversight, Accounting and Auditing Standards Authority and in line with the formats determined by the CMB, and independently audited, when the Operating Profit, Income / Expenses from Investment Activities, Continuing Activities "Deferred Tax Income" and "Period Tax Expense" are taken into consideration.

In accordance with the provision of "dividend can only be distributed from net profit" in article 470 of the Turkish Commercial Code numbered 6102 regulating the dividend, dividend distribution will not be made due to the "Period Loss" of 27.776.125.05.TL in 2020.

This issue will be presented to the General Assembly by the Board of Directors.