

**BERA HOLDİNG A.Ş.**  
**2021 ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

The 2021 Ordinary General Assembly Meeting of Bera Holding A.Ş. (Company) will be held on Tuesday, May 24, 2022 at 10:00 a.m. in Bera Hotel located at Nişantaş Mahallesi Dr. M. Hulusi Baybal Caddesi No:9 42060 Selçuklu/Konya to discuss the issues specified in the following agenda.

In accordance with Article 1527 of the Turkish Commercial Code (TCC) No. 6102, shareholders can participate in the General Assembly meeting de facto as well as vote by participating in the electronic environment. Shareholders who wish to participate in the 2021 Ordinary General Assembly Meeting of the Company in Electronic environment must register on the e-MKK Information Portal and themselves or their representatives must have an Electronic Signature Certificate or mobile signature. The shareholder who wants to participate in the meeting electronically or wants to appoint a representative in electronic environment is required to record this participation method in the Electronic General Assembly System (e-GKS) until 21:00 one day before the day of the General Assembly. If the person appointed as a representative in e-GKS wants to participate in the meeting electronically, he/she will record this participation method in e-GKS within the same period. Shareholders who wish to participate in the meeting electronically are required to complete their transactions in accordance with the provisions of the "Regulation on General Assemblies to be held in Electronic Environment in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 and the "Communiqué on Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396. Otherwise, it is not possible for them to attend the General Assembly meeting.

Pursuant to the Law No. 7262 published in the Official Gazette dated 31/12/2020 and numbered 31351 and Articles 30 and 31 annexed to Articles 486 and 489 of the Turkish Commercial Code No. 6102, the shares must be registered with the Central Registry Agency (CRA) in order for the shareholders payable to holder to vote in the General Assemblies as of 1 April 2021. While preparing the list of those who can participate in the General Assembly of the Company, the list of shareholders provided from the CRA shall be taken into consideration in terms of shareholders payable to holder. For this reason, it is of vital importance that the right holders with unregistered physical shares of the Company should register their shares with the CRA before the date of the General Assembly in order to attend the General Assembly meeting. It is not possible for the shareholders who physically have shares of the Company payable to holders to attend the General Assembly meeting.

Of the shareholders who will attend the General Assembly meeting;

- Real person shareholders may attend by submitting their identity,
- Legal entity shareholders; the identity and authority documents of the persons authorized to represent and bind the legal entity,
- Representatives of real and legal persons; identity documents and representation documents,
- Representatives authorized by the Electronic General Assembly System; their identities and signing the attendance list.

In order for the shareholders who cannot be present at the General Assembly to exercise their voting rights through a proxy, they must prepare their power of attorney in accordance with the sample of the Power of Attorney attached to the General Assembly Call Documents or they must fill out the sample of the power of attorney form from the Company's headquarters or the Company's website ([www.beraholding.com.tr](http://www.beraholding.com.tr)) and submit it to the Company. Within the scope of the provisions of the Capital Markets Board's Communiqué on Voting by Proxy and Collecting Proxy by Call numbered II-30.1, the power of attorneys of the shareholders must be notarized, the signature declaration issued in the presence of a notary public must be added in the power of attorneys that are not notarized, or a proxy must be appointed by electronic method in accordance with e-GKS. The proxy appointed by electronic method through the Electronic General Assembly system in accordance with e-GKS can also participate in the General Assembly physically or through e-GKS without the need to submit a power of attorney.

Without prejudice to the provisions of voting by electronic method regarding the voting of the Agenda Items in the General Assembly Meeting, the open voting method by raising hands shall be used by using the Keypad (electronic voting tool).

The Consolidated Financial Statements of the Company for 2021 prepared within the scope of the regulations of the Capital Markets Board, the Activity Report of the Board of Directors, the Independent Auditor's Report, the Profit Distribution Proposal of the Board of Directors and the General Assembly Information document are submitted for the review of the shareholders on the Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)), the Company's headquarters and the Company's corporate website ([www.beraholding.com.tr](http://www.beraholding.com.tr)) at least three weeks before the date of the General Assembly meeting.

Shareholders can access the necessary information on the principles and procedures of participation, appointment of representatives, making suggestions, expressing opinions and voting on the website of the CRA ([www.mkk.com.tr](http://www.mkk.com.tr)) in relation to participation in the General Assembly in electronic environment via e-GKS. Regarding the procedures related to the General Assembly, they can obtain the necessary information from the Company's Investor and Corporate Relations Directorate.

## **BERA HOLDİNG A.Ş. ORDINARY GENERAL ASSEMBLY AGENDA FOR 2021**

1. Opening, Roll Call, Formation of the Meeting Chair
2. Reading and negotiating the Activity Report of the Board of Directors for the 2021 fiscal period,
3. Reading the Independent Audit Report for the 2021 fiscal period,
4. Reading, negotiating and approving the Financial Statements for the 2021 fiscal period,
5. Discussion of the release of the members of the Board of Directors due to the 2021 fiscal period activities,
6. Discussing and deciding on the proposal of the Board of Directors regarding the usage of 2021 Period Profit,

7. Submission of the Independent Auditing Firm selection made by the Board of Directors to the approval of the General Assembly in order to carry out the activities within the scope of the relevant regulations of TCC and CMB for the accounting period of 01.01.2022-31.12.2022,
8. Informing shareholders about Donations and Grants made in 2021,
9. Determining the upper limit for donations to be made in 2022,
10. Informing the General Assembly about the guarantees, pledges, mortgages and sureties given by the Holding in favor of 3rd parties in 2021 pursuant to the regulations of the Capital Markets Board,
11. Discussing whether special permission will be given to the Members of the Board of Directors to personally carry out the works that fall within the scope of the Company's field of activity according to Articles 395 and 396 of the T.C.C., and in line with the Principle numbered 1.3.6 annexed to the II-17.1 Corporate Governance Communiqué published by the CMB,
12. Wishes and Requests, Closing.

## **EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING OF BERA HOLDİNG A.Ş. DATED 24 MAY 2022**

### **1. Opening, Roll Call, Formation of the Meeting Chair**

Pursuant to Article 12 of the Company's Articles of Association, the Chairman of the Board of Directors presides over the General Assembly. In his/her absence, one of the Vice-Presidents and in the absence of the Vice-Presidents, the chairman of the meeting is elected by the participants. The attendance schedule is examined by the Chairman of the Board of Directors. Within the scope of the relevant legislation, the meeting is opened by the Chairman of the Board of Directors after it is understood that the minimum meeting quorum stipulated in the Articles of Association of the Company is present and the agenda items are started to be discussed. The Meeting Presidency to administer the General Assembly meeting is established within the framework of the provisions of the Turkish Commercial Code No. 6102 (TCC), the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Regulation on the Representatives of the Ministry of Customs and Trade to Attend These Meetings (Regulation), the provisions of the Company's Articles of Association and the Internal Directive of the Company. At least one Clerk for Minute and sufficient number of Vote Collecting Officers are appointed by the Chairman of the Meeting in accordance with the Internal Directive on the Working Principles and Procedures of the General Assembly of the Company. Experts may also be appointed by the chairman of the meeting to carry out the technical procedures in the Electronic General Assembly System (e-GKS) at the time of the meeting. The chairman of the meeting is authorized to sign the minutes of the meeting.

### **2. Reading and negotiation of the Activity Report of the Board of Directors for 2021**

Within the framework of the provisions of the TCC, the Regulation and the Internal Directive of the General Assembly of the Company, the General Assembly will be information about the Annual Activity Report which was submitted to an examination of shareholders at the Company Headquarters, the Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)), the Company's corporate

website ([www.beraholding.com.tr](http://www.beraholding.com.tr)) and e-GKS for three weeks before the General Assembly meeting, will be submitted to the General Assembly for its opinion and approval.

### **3. Reading the Independent Auditor's Report for 2021**

The summary part of the Independent Audit Report prepared by the Independent Audit Institution Eren Bağımsız Denetim A.Ş. and submitted to the examination of the shareholders in the Company's corporate website ([www.beraholding.com.tr](http://www.beraholding.com.tr)) and e-GKS for three weeks before the General Assembly meeting within the framework of the provisions of the TCC, the Regulation and the General Assembly Internal Directive of the Company will be read by the Independent Auditor in the General Assembly.

### **4. Reading, negotiating and approving the 2021 Financial Statements**

Within the framework of the provisions of the TCC, the Regulation and the Internal Directive of the General Assembly of the Company, the Consolidated Financial Statements of the Company, which are submitted to the examination of the shareholders on the Company's Headquarters, Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)), the Company's corporate website ([www.beraholding.com.tr](http://www.beraholding.com.tr)) and e-GKS, as of 26.04.2022 will be read in the General Assembly and submitted to the opinion and approval of the General Assembly.

### **5. Release of Board Members for 2021 activities**

Release of the members of the Board of Directors due to their 2021 activities, transactions and accounts will be submitted to the approval of the General Assembly.

### **6. Discussing and deciding on the proposal of the Board of Directors regarding the usage of 2021 Period Profit**

The proposal of the Board of Directors regarding the form of profit distribution formed in 2021 accounting period and created by the Board of Directors within the framework of Article 16 of the Company's Articles of Association regarding profit distribution shall be submitted to the approval of the General Assembly. The table regarding the profit distribution proposal to be proposed to the General Assembly by the Board of Directors is included in Annex-1.

### **7. Evaluation and approval of the Independent Audit company selection made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Market legislation**

Eren Bağımsız Denetim A.Ş., which is selected as the Authorized Institution for the audit of the Company for the year 2022 at the meeting of the Board of Directors of the Company on 21 March 2022 in line with the opinion of the Audit Committee will be submitted to the approval of the General Assembly.

### **8. Informing shareholders about Donations and Grants made in 2021**

The total amount of donations and aids made to various institutions in 2021 is TL 229.622,59. This matter does not require the approval of the General Assembly and is only for informational purposes.

#### **9. Determining the upper limit for donations to be made in 2022**

The limit of the donations to be made by the Company in 2022 will be determined by the shareholders in the General Assembly pursuant to the fifth paragraph of Article 19 of the Capital Markets Law (CMB) No. 6362.

#### **10. Informing the General Assembly about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2019 in accordance with the regulations of the Capital Markets Board**

The income or benefits obtained from guarantees, pledges, mortgages and sureties given in favor of third parties by the Company and/or its Affiliates must be included as a separate item in the agenda of the Ordinary General Assembly Meeting pursuant to Article 12 of the Corporate Governance Communiqué II-17.1 of the Capital Markets Board. Information on this issue is given in footnote 25 of the consolidated Financial Statements for the accounting period of 2021.

#### **11. Permission to the Members of the Board of Directors within the framework of Articles 395 and 396 of the Turkish Commercial Code**

The issue of granting permission to the members of the Board of Directors to perform the works listed in the Article 395 of the TCC titled "Transaction with the Company, Prohibition of Borrowing to the Company" and Article 396 of the TCC titled "Prohibition of Competition" shall be submitted to the approval of the General Assembly.

#### **12. Wishes, requests and closing.**

The General Assembly will be closed by receiving wishes and requests.

### **ADDITIONAL EXPLANATIONS WITHIN THE SCOPE OF CORPORATE GOVERNANCE PRINCIPLES OF CAPITAL MARKET BOARD**

Additional explanations to be made in accordance with Article 1.3.1 of the Corporate Governance Principles annexed to the "Corporate Governance Communiqué " numbered II-17.1 of the Capital Markets Board are presented below for your information.

#### **a) Partnership Structure and Voting Rights**

The issued capital of the Company is TL 341.600.000 and consists of 341.600.000 shares with a nominal value of TL 1 each. There is no privilege granted to shareholders for the use of voting rights in the Articles of Association of the Company. Each share with a

nominal value of TL 1 has one vote at the General Assembly meetings. As of the date of announcement of this Information Document, there is no real person shareholder who owns more than 5% of the shares in the Company's capital.

**b) Management and Activity Changes that will Significantly Affect the Company's and Company's Subsidiaries' Company Activities**

There are no management and activity changes that will significantly affect the activities of the Company and its subsidiaries. Special case statements made by the company within the scope of the relevant legislation can be accessed from [www.kap.org.tr](http://www.kap.org.tr) and [www.beraholding.com.tr](http://www.beraholding.com.tr). Although there is no issue other than those included in the agenda of the General Assembly and previously announced to the public;

- 20% of the shares of the Company's Affiliate Konya Kağıt Sanayi ve Ticaret A.Ş. were offered to the public. Company shares offered to the public started to be traded in the Main Market of Borsa İstanbul A.Ş. as of 26/11/2021 with the basis price of TL 6.95/share, "KONKA" code and continuous transaction method. Company shares are traded in Istanbul Stock Exchange Star Market as of April 1, 2022.

**c) d) In case of a change in the main contract on the agenda, the old and new forms of the main contract changes together with the decision of the relevant board of directors;**

There is no amendment to the Articles of Association in the agenda of the general assembly meeting.

**d) Claims of Shareholders, Capital Markets Board and/or Other Public Institutions and Organizations to which the Company is Related Regarding Putting Articles on the Agenda**

There is no claim in this context.

**e) Information on the Dismissal, Replacement or Election of the Members of the Board of Directors and the Persons to be Nominated for the Membership of the Board of Directors on the Agenda of the General Assembly Meeting**

There is no dismissal, modification or election of the members of the board of directors on the agenda of the general assembly meeting.

**Annex: 1- Profit Distribution Table**

## ANNEX-1

BERA HOLDİNG A.Ş. Profit Distribution Table for 2021 (TL)			
1. 1. Paid in/Issued Capital			341.600.000,00
2. 2. Total Legal Reserve Fund (According to Legal Records)			1.357.475,86
If there is a privilege in profit distribution in accordance with the articles of association, information regarding the privilege			None
		According to CMB	According to Legal Records (LR)
3.	Term Profit	1.111.693.623	176.885.719,81
4.	Tax Payable (-)	188.400.420	0
5.	Net Period Profit (=)	746.546.258	176.885.719,81
6.	Losses of Previous years (-)	0	29.310.946,34
7.	General legal reserve (-)	7.378.738,67	7.378.738,67
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=) *</b>	683.367.587,39	84.396.102,86
9.	Donations made during the year ( + )	229.622,59	
10.	DONATION-ADDED NET DISTRIBUTABLE PERIOD PROFIT	683.597.209,98	
11.	First Dividend to Shareholders	17.080.000,00	
	- Cash	17.080.000,00	
	- Free of charge		
	- Total	17.080.000,00	
12.	Dividend distributed to privileged shareholders	0.00	
13.	Other Dividends Distributed	0.00	
	-To the Members of the Board of Directors	0.00	
	- to the Employees	0.00	
	- To Persons Other Than the Shareholder	0.00	
14.	Dividend Distributed to Usufructuary Holders	0.00	
15.	Second Dividend to Shareholders	17.080.000,00	
16.	Secondary General Reserve	0.00	
17.	Statutory Reserves	0.00	0.00
18.	Special reserves	0.00	0.00
19.	EXTRAORDINARY RESERVE	649.207.587,39	50.236.102,86
20.	<b>Other Resources Predicted to be Distributed</b>	<b>0.00</b>	<b>0.00</b>
	- Previous Year Earnings		
	- Extraordinary Reserves		
	- Other Distributable Reserves in accordance with the Law and the Articles of Association		



## BERA HOLDİNG A.Ş. 2021 PROFIT SHARE RATIO TABLE

	TOTAL DISTRIBUTED PROFIT SHARE (TL)		TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD (TL)	1 TL NOMİNAL VALUE DIVIDEND CORRESPONDING TO THE SHARE	
	CASH (TL)	FREE OF CHARGE (TL)	RATE ( % )	AMOUNT (TL)	RATE ( % )
<b>GROSS</b>	34.160.000,00	--	40,48	1000000	10,00
<b>NET</b>	30.744.000,00	--	36-43	0.0900000	9.00

(\*) (Taking the withholding rate as 10%) net values of profit share amounts per gross share have been calculated with the assumption of the profit share being distributed to the full taxpayer real person partner and of no gain subject to exemption in the distribution.