



Annual Report

2025 / Q2

**We stand with
our farmers**
to keep the hands
that cultivate
the land strong.



(CONVENIENCE TRANSLATION OF THE REPORT ON REVIEW OF THE INTERIM ACTIVITY REPORT ORIGINALLY ISSUED IN TURKISH)

**To the Board of Directors of
Hektaş Ticaret Türk Anonim Şirketi
Kocaeli**

Introduction

We have been charged with reviewing the consistency of condensed consolidated interim financial information provided in interim activity report of Hektaş Ticaret Türk Anonim Şirketi (the "Company") and its subsidiaries (together will be referred as the "Group") dated 30 June 2025 with the reviewed condensed consolidated interim financial statements. The Group Management is responsible from the aforementioned interim activity report. Our responsibility is to express a conclusion as to whether the financial information presented in the interim activity report is consistent with the reviewed condensed consolidated interim financial statements and explanatory notes over which auditor's review report is issued as of 18 August 2025.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. Our review involves the examination as to whether financial information provided management's interim period report are consistent with the reviewed condensed consolidated interim financial statements and explanatory notes. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated interim financial information provided in the interim activity report and reviewed condensed consolidated interim financial statements and explanatory notes, in all material respects, are not consistent.

DRT BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş.
Member of **DELOITTE TOUCHE TOHMATSU LIMITED**



Volkan Becerik
Partner

İstanbul, 18 August 2025

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HEKTAŞ TİCARET T.A.Ş.**INTERIM BOARD OF DIRECTORS ACTIVITY REPORT****Prepared Pursuant to Communiqué No. II-14.1**

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A- GENERAL INFORMATION

1. Reporting Period

01.01.2025- 30.06.2025

2. Corporate Information

COMMERCIAL TITLE	HEKTAŞ TİCARET TÜRK ANONİM ŞİRKETİ
INCORPORATION DATE	1956
BUSINESS ACTIVITIES	Production, import and marketing of agricultural and veterinary medicines
HEADQUARTERS ADDRESS	Gebze Organize Sanayi Bölgesi 700. Sokak No:711 41480 Gebze/Kocaeli
WEBSITE ADDRESS	www.hektas.com.tr
E-MAIL	info@hektas.com.tr
TELEPHONE	262 751 1412
FAX	262 751 3717
PRODUCTION FACILITY ADDRESSES	
-HEKTAŞ / Plant Protection Production Facility	Gebze Organize Sanayi Bölgesi 700. Sokak No:711 41480 Gebze/Kocaeli
-HEKTAŞ / Adana Organomineral Fertilizer Production Facility	Acidere Osb Mahallesi Atatürk Blv. No: 19 Sarıçam/ADANA
-FERBİS / Niğde Plant Protection Production Facility	Organize Sanayi Bölgesi Mah. 2 B No'lu Yol Cad. No.6 Bor / Niğde
-AREO / Seed Breeding and Production Facility	Pınarbaşı Mahallesi Dumlupınar Bulvarı No:812 Konyaaltı / Antalya
AGRİVENTİS	Level 36, Gateway, 1 Macquarie Place, Sydney NSW Australia 2000
ANKARA HIGH TECHNOLOGY CENTER	Alcı OSB Mah. 2024 Cad. No: 25 Sincan / Ankara
TAX OFFICE / NO	İlyasbey / 4610015898
TRADE REGISTRY DIRECTORATE / NO	Gebze Trade Registry Directorate / 6535-10921
MERSİS NO	461001589800013
PAID-IN CAPITAL	TRY 8,430,000,000
AUTHORIZED CAPITAL CAP	TRY 8,500,000,000
INDEPENDENT AUDITOR	DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

3. Shareholding Structure, Capital Distribution, Voting Rights, and Subsidiaries**Shareholding Structure**

Partners	Share Amount (TRY)	Percentage Share
Ordu Yardımlaşma Kurumu (OYAK) (Armed Forces Pension Fund)	4,667,398,975.06	55.37
Other	3,762,601,024.94	44.63
Grand Total	8,430,000,000.00	100

Capital Distribution

The company adopts the registered capital system in accordance with the provisions of the Capital Markets Law (CML). The company's registered capital ceiling is TRY 8,500,000,000, divided into 850,000,000,000 shares, each with a nominal value of 1 (one) Kuruş. The registered capital ceiling approval granted by the Capital Markets Board is valid for the years 2023-2027 (5 years).

The company's issued capital is fully paid and amounts to 8,430,000,000 (eight billion, four hundred thirty million) Turkish Lira, consisting of 843,000,000,000 (eight hundred forty-three billion) shares, each with a nominal value of 1 (one) Kuruş.

Each share carries 1 voting right. Founders' usufruct certificate holders have a 5% dividend right arising from the company's articles of association.

Voting Right

There is no voting privilege Each share carries 1 voting right.

The shares representing the capital are tracked electronically in accordance with the principles of dematerialization.

Affiliates & Subsidiaries

Company Name	Shareholding Percentage (%)
Ferbis Tarım Ticaret ve Sanayi Anonim Şirketi	100.00
Areo Tohumculuk Arge Sanayi ve Dış Ticaret Anonim Şirketi	100.00
Sunset Kimya Tarım Ürünleri Ve Aletleri İmalat Pazarlama Sanayi Ve Ticaret Anonim Şirketi	100.00
Agriventis Technologies Pty.Ltd	51.00
Hektas Asia LLC	100.00
Takimsan Tarım Kimya Sanayi ve Ticaret Anonim Şirketi	99.78
Çantaş Çankırı Tuz Ürünleri Üretim ve Dağıtım Anonim Şirketi	0.37

Upon examining the financial statements of Çantaş, they are not been included within the scope of consolidation since they are immaterial compared to the financial statements of the Company in terms of amount and quality and activities of Çantaş are very limited.

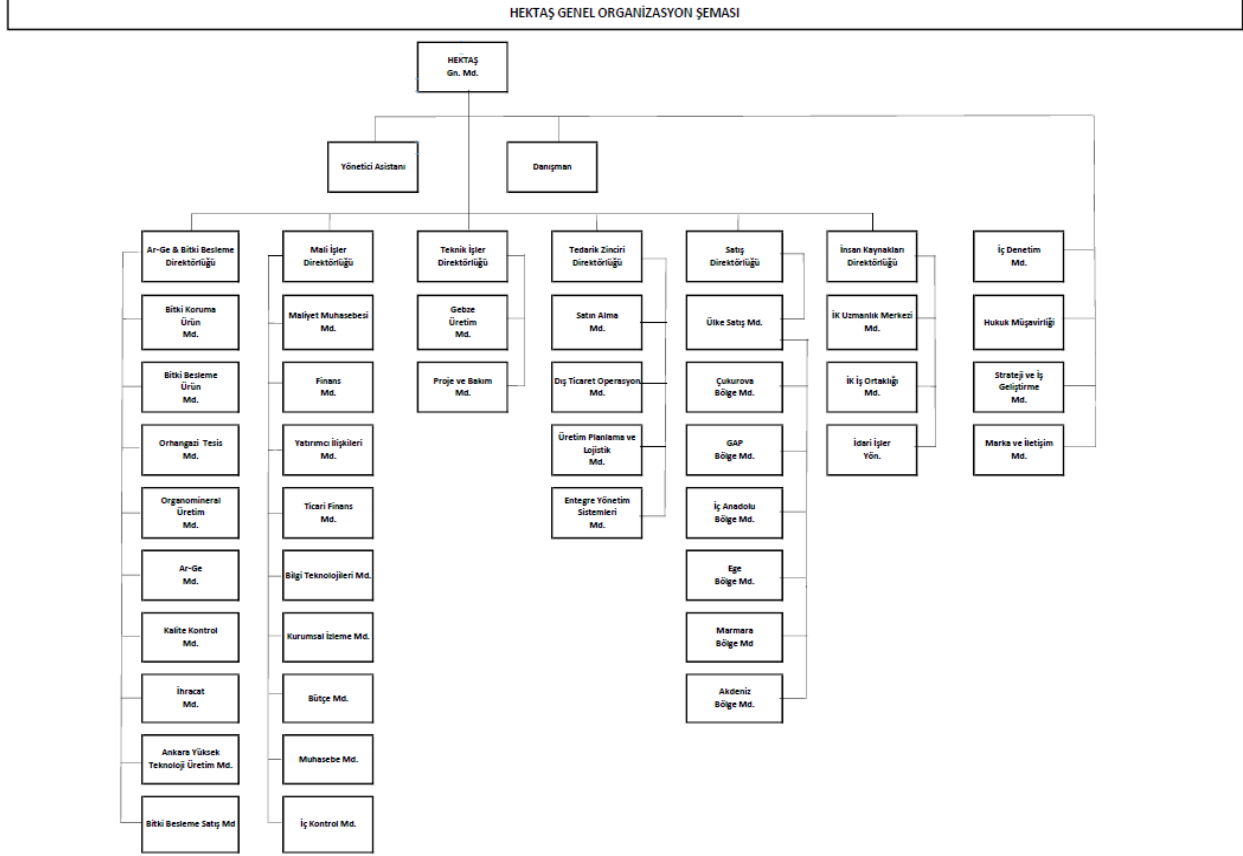
The other affiliates and subsidiaries within the Group are consolidated in the financial statements.

INTERIM BOARD OF DIRECTORS ACTIVITY REPORT

Prepared Pursuant to Communiqué No. II-14.1

4. Organizational Structure of the Company

After the change made between January 1, 2025 and June 30, 2025, the organizational chart of HEKTAŞ is as follows:



5. Information about the Board of Directors, Committees, and Senior Management**Board of Directors;**

As of the reporting date, our Company's current Members of the Board of Directors are:

Board of Directors	Title	First Election Date of Legal Entity Representatives and Independent Members to the Board of Directors
Oytaş İç ve Dış Ticaret A.Ş. (Representative: VOLKAN ÜNLÜEL)	Chairman of the Board	23/06/2025
Omsan Lojistik A.Ş. (Representative: AHMET EREN)	Vice Chairperson of the Board of Directors	11/08/2025
Oyak Pazarlama Hizmet ve Turizm A.Ş. (Representative: FERHAT BAĞLARLIOĞLU)	Board Member	08/05/2024
Oyak Denizcilik ve Liman İşletmeleri A.Ş. (Representative: ERHAN AKGÜL)	Board Member	12/06/2025
Akdeniz Chemson Kimya Sanayi ve Ticaret A.Ş. (Representative: HÜSEYİN FAZİL ORAL)	Board Member	11/08/2025
Bülent Şamil YETİŞ	Member of the Board of Directors (Independent)	31/03/2020
Kurtuluş Bedri VAROĞLU	Member of the Board of Directors (Independent)	03/04/2023
(*)	Member of the Board of Directors (Independent)	

(*) As of the date of 04 June 2025, Mr. Bekir Yener YILDIRIM, who was serving as an Independent Board Member, resigned from his position as of July 9, 2025, due to a new executive role he would assume at another company outside our organization.

At the Ordinary General Assembly Meeting held on March 30, 2023, the legal entity Board Members were elected for a term of 3 years, and at the Ordinary General Assembly Meeting held on May 23, 2025, the Independent Board Members were elected for a term of 1 year.

Changes Made in the Board of Directors During the Period

Changes among the Members of our Company's Board of Directors are presented below:

At the Board of Directors meeting of our Company held on June 12, 2025, Mr. Erhan AKGÜL was appointed in place of Ms. Şansel YILMAZ, the natural person acting on behalf of the legal entity Board Member Oyak Denizcilik ve Liman İşletmeleri Anonim Şirketi, and the related disclosure was made on the Public Disclosure Platform (KAP).

At the Board of Directors meeting of our Company held on June 23, 2025, Mr. Mustafa Serdar BAŞOĞLU was appointed in place of Mr. Eren Ziya DİK, the natural person acting on behalf of the legal entity Chairman of the Board OMSAN Lojistik Anonim Şirketi. On August 11, 2025, Mr. Volkan ÜNLÜEL, the natural person acting on behalf of OYTAŞ İç ve Dış Ticaret A.Ş., was appointed as the Chairman of the Board, and the related disclosure was made on the Public Disclosure Platform (KAP).

At the Board of Directors meeting of our Company held on June 23, 2025, Mr. Volkan ÜNLÜEL was appointed in place of Mr. Can ÖRÜNG, the natural person acting on behalf of the legal entity Deputy Chairman of the Board OYTAŞ İç ve Dış Ticaret Anonim Şirketi. On August 11, 2025, Mr. Ahmet EREN, the natural person acting on behalf of OMSAN Lojistik A.Ş., was appointed as Deputy Chairman of the Board, and the related disclosure was made on the Public Disclosure Platform (KAP).

HEKTAŞ TİCARET T.A.Ş.

INTERIM BOARD OF DIRECTORS ACTIVITY REPORT

Prepared Pursuant to Communiqué No. II-14.1

At the Board of Directors meeting of our Company held on August 11, 2025, Mr. Hüseyin Fazıl ORAL was appointed in place of Ms. Gözde ERKOÇ, the natural person acting on behalf of the legal entity Board Member AKDENİZ Chemson Kimya Sanayi ve Ticaret Anonim Şirketi, and the related disclosure was made on the Public Disclosure Platform (KAP).

Mr. Bekir Yener YILDIRIM, who was serving as an Independent Board Member of our Company, resigned from his positions as Independent Board Member, Chairman of the Early Detection of Risk Committee, and Member of the Audit Committee as of July 9, 2025, due to a new executive role he would assume at another company outside our organization. In this context, in order to complete the remaining term in place of Mr. Bekir Yener YILDIRIM, it was decided by our Board of Directors on August 8, 2025, based on Article 4.3.8 of the Corporate Governance Communiqué and the report of the Nomination Committee, to nominate Mr. Murat Dertli ERKER and submit the matter for the approval of the Capital Markets Board.

Duties and Authorities of the Board Members

The Chairman and Members of the Board of Directors have the duties and authorities specified in the relevant articles of the Turkish Commercial Code and in Articles 14 and 15 of the Company's Articles of Association.

Pursuant to the decision taken by the Board of Directors on August 11, 2025, Mr. Volkan ÜNLÜEL, the natural person acting on behalf of OYTAŞ İç ve Dış Ticaret A.Ş., was appointed as Chairman of the Board, and Mr. Ahmet EREN, the natural person acting on behalf of OMSAN Lojistik A.Ş., was appointed as Deputy Chairman of the Board (*).

(*) At the Board of Directors meeting of our Company held on June 23, 2025, Mr. Mustafa Serdar BAŞOĞLU was appointed in place of Mr. Eren Ziya DİK, the natural person acting on behalf of the legal entity Chairman of the Board OMSAN Lojistik Anonim Şirketi. On August 11, 2025, Mr. Volkan ÜNLÜEL, the natural person acting on behalf of OYTAŞ İç ve Dış Ticaret A.Ş., was appointed as Chairman of the Board.

At the Board of Directors meeting of our Company held on June 23, 2025, Mr. Volkan ÜNLÜEL was appointed in place of Mr. Can ÖRÜNG, the natural person acting on behalf of the legal entity Deputy Chairman of the Board OYTAŞ İç ve Dış Ticaret Anonim Şirketi. On August 11, 2025, Mr. Ahmet EREN, the natural person acting on behalf of OMSAN Lojistik A.Ş., was appointed as Deputy Chairman of the Board.

Board of Directors Committees and Committee Members

The Audit Committee, Early Detection of Risk Committee, and Corporate Governance Committee were established by the Board of Directors.

The working principles of the Audit Committee are determined by the Company's directive titled "Hektaş Ticaret T.A.Ş. Board of Directors Audit Committee" dated July 24, 2012; the working principles of the Early Detection of Risk Committee are determined by the Company's directive titled "Hektaş Ticaret T.A.Ş. Early Detection of Risk Committee" dated July 24, 2012; the working principles of the Early Detection of Risk Committee are determined by the Company's directive titled "Hektaş Ticaret T.A.Ş. Early Detection of Risk Committee" dated July 24, 2012; It was determined by the directive entitled "Corporate Governance Committee". These instructions are available on the website www.hektas.com.tr.

Committees;

Committee	Title	Name and Surname	Quality	Meeting Frequency
Audit Committee	Chairperson	Kurtuluş Bedri VAROĞLU	Independent Member	At least four times a year, once every three months.
	Member	Bülent Şamil Yetiş (*)	Independent Member	
Corporate Governance Committee	Chairperson	Bülent Şamil YETİŞ	Independent Member	At least four times a year, once every three months.
	Member	Kurtuluş Bedri VAROĞLU	Independent Member	
	Member	Tuba BEKTAŞ	Investor Relations Director	
Early Detection of Risk Committee	Chairperson	Kurtuluş Bedri VAROĞLU (*)	Independent Member	At least six times a year, once every two months.
	Member	Bülent Şamil YETİŞ	Independent Member	

Mr. Bekir Yener YILDIRIM, who was serving as an Independent Board Member resigned from his positions as Independent Board Member, Chairman of the Early Detection of Risk Committee, and Member of the Audit Committee as of July 9, 2025, due to a new executive role he would assume at another company outside our organization. It was resolved by our Board of Directors to appoint Mr. Kurtuluş Bedri VAROĞLU, Independent Member of the Board of Directors, as Chairman of the Early Detection of Risk Committee as of July 9, 2025, and to appoint Mr. Bülent Şamil YETİŞ, Independent Member of the Board of Directors, as a member of the Audit Committee.

Senior Management;

Senior Management	Title	Starting Date*	Graduated From
Enis Emre TERZİ	General Manager	27.01.2024	Istanbul University Faculty of Economics and Administrative Sciences (Undergraduate)
Murat KILIÇ	Finance Director	15.04.2024	Middle East Technical University Faculty of Economics and Administrative Sciences – Economics (Undergraduate)
Ayhan GÖKBAĞ	Technical Affairs Director	23.01.2024	Istanbul Technical University – Mechanical Engineering (Undergraduate) Boğaziçi University – Mechanical Engineering (Master)
Tendü ARSAN	Human Resources Directorate	26.10.2023	Marmara University – ÇEKO (Undergraduate and Graduate)
Mehmet DERİN	R&D and Plant Nutrition Director	17.11.2021	Çukurova University – Agricultural Engineering (Bachelor's Degree)
Emrah ÖZDEMİR	Supply Chain Manager	11.10.2023	Istanbul University – Chemical Engineering (Bachelor's Degree) Gebze Yildiz Technical University – Business Administration (Master's Degree)
Cüneyt KÖSEOĞLU	Sales Director	09/09/2024	Çukurova University – Agricultural Engineering Plant Protection (Undergraduate) Çukurova University – Agricultural Engineering Field Crops (Masters)

* The dates of commencement of duty in the table are based on the last titles of the persons in question.

6. Changes Made in the Board of Directors During the Period

No changes were made in the Senior Management during the period.

7. Transactions carried out by Members of the Board of Directors with the Company on behalf of themselves or others and their activities within the scope of the Prohibition of Competition

At the Ordinary General Assembly Meeting held on May 23, 2025, regarding the Company's activities for the year 2024, permission was granted to the Members of the Board of Directors to carry out transactions in 2025 within the scope of the relevant articles of the Turkish Commercial Code.

No transactions within this scope were carried out during the first six months of 2025.

8. Personnel, Worker Movements, Collective Bargaining Practices, Rights and Benefits Provided to Personnel and Workers

As of June 30, 2025, the number of employees in our Company is 565 in total, consisting of 210 blue-collar and 355 white-collar employees.

The calculation of our Company's "Severance Pay" liability is carried out by an actuarial firm, and the provision for severance pay set aside at the end of the period amounts to TRY 101.133.233.

Employees are provided with their legal social rights monthly and regularly within the scope of the legislation. Our company does not have a Collective Bargaining Agreement.

9. Corporate Governance Principles Compliance Report

Compliance with the "Corporate Governance Principles" published by the Capital Markets Board was also achieved in the January – June 2025 period.

10. Amendments to the Articles of Association

No changes were made to the Company's Articles of Association during the period.

B- FINANCIAL RIGHTS PROVIDED TO BOARD MEMBERS AND SENIOR EXECUTIVES

1. Total Amount of Financial Benefits Provided, Such as Attendance Allowance, Wage, Premium, Bonus, Dividend Amount

At the Ordinary General Assembly Meeting held on May 23, 2025, it was resolved that, effective from May 23, 2025 until the date of the next Ordinary General Assembly, Independent Board Members shall be paid a monthly net fee of TRY 38,500, while no remuneration shall be paid to the other Board Members. As in the previous period, personal accident and life insurance is provided to Members of the Board of Directors.

No performance-based compensation was provided to the Board Members.

During the period, no loans were granted to any Board Member or executive, nor were any personal loans extended directly or through a third party, and no guarantees such as sureties were provided on their behalf.

The monthly salaries of the company's senior managers are determined by the Company's Board of Directors. Within the company, including company's senior executives, non-unionized personnel receive performance-based additional payments.

C- RESEARCH AND DEVELOPMENT STUDIES

At the HEKTAS Gebze R&D Center:

- As of the second quarter of 2025, 6 of the 40 projects carried over from 2024 were completed,
- As of the second quarter of 2025, 4 new projects were developed,
- 38 R&D projects were carried over to the third quarter of 2025,
- As of the second quarter of 2025, licenses were obtained for 5 new formulations whose R&D studies were completed,
- As of the second quarter of 2025, 4 new products resulting from projects were launched for sale.
- In the field of Plant Nutrition, a liquid organic fertilizer containing amino acids was registered and put on the market.
- Within the scope of TÜBİTAK SAYEM 1833 GREEN TRANSFORMATION Call, 2 R&D projects led by HEKTAŞ as the platform coordinator were deemed eligible for support.

At the HEKTAS Orhangazi R&D Center:

- R&D studies continue for fruit trees, field crops, berry groups, vineyards, as well as summer and winter vegetables,
- 5 projects were carried over from 2024,
- As of the second quarter of 2025, 3 new projects were developed,
- A total of 8 R&D projects were carried over to the third quarter of 2025.

At the Aro R&D Center:

- 5 projects were carried over from 2024,
- As of the second quarter of 2025, 1 new project was developed,
- A total of 6 R&D projects were carried over to the third quarter of 2025.
- As of the second quarter of 2025, in addition to 28 registered products carried over from 2024, new registrations were obtained for 3 products, bringing the total number of registrations to 31. (Barley variety Barfiks, Yellow California pepper variety Belinay, and Chili pepper variety Parla.)

Significant Developments

The seed multiplication process for the registered barley variety Barfiks is ongoing.

Seed multiplication processes continue for 6 registered bread wheat varieties and 3 registered durum wheat varieties.

The Parla F1 variety was registered and initial sales have been made.

The Yellow California pepper variety, prepared for registration, was registered under the name Belinay.

Preparations for the registration of new varieties are ongoing.

Breeding activities for new varieties in the vegetable group and industrial crops are ongoing.

Demonstration studies for commercial and commercial candidate varieties continue in domestic and international markets based on taste, aroma, and yield criteria.

Based on the results of vegetable group trials in 12 different countries, negotiations have begun for the commencement of initial trade. (Lebanon, Morocco, Uzbekistan, Egypt, Iran, Afghanistan, Spain)

Within the scope of Technopark R&D projects, 1 additional project was accepted, increasing the total number of ongoing projects to 6.

HEKTAŞ has joined the International Competitiveness Development (URGE) program within the scope of developing vegetable seed production.

Joint studies continue with AGRIVENTIS in the industrial crops group for the global market.

Negotiations continue within the scope of cooperation with Pakistan (Fongrow).

At the Ankara High Technology Center:

- As of the second quarter of 2025, all 3 of the 3 projects carried over from 2024 were completed,
- As of the second quarter of 2025, 3 new projects were developed,
- A total of 3 R&D projects were carried over to the third quarter of 2025,
- As of the second quarter of 2025, in addition to 17 registered products carried over from 2024, new registrations were obtained for 3 products, bringing the total number of registrations to 20.

HEKTAŞ TİCARET T.A.Ş.

INTERIM BOARD OF DIRECTORS ACTIVITY REPORT

Prepared Pursuant to Communiqué No. II-14.1

In the field of Microbiology and Genetics

- Microbiologically-based enzyme production, purification, and activity measurement for use in industrial applications,
- Plant-based amino acid production,
- Isolation and testing of microorganisms to be used for the production of microbial preservatives for products in industries such as food and agriculture,
- Optimization studies for the production and purification of secondary metabolites (antibiotics, insecticides, growth hormones) obtained from microbial species,
- Selection, development, and optimization studies for the necessary microorganisms used in starter cultures commonly applied in food technology,
- Renewal and quality control of the existing bacterial strains in stock,
- Isolation and purification of bacteria from various sample sources,
- Genetic characterization studies of the isolated bacteria,
- Isolation and purification of toxic proteins with insecticidal properties based on microbiology,

In the field of Fermentation

- Improvement of fermentation conditions for *Bacillus amyloliquefaciens*, *Bacillus subtilis*, *Bacillus thuringiensis*, *Bacillus megaterium*, and *Bacillus pumilis* bacteria,
- Production of biomass in bioreactors at an industrial scale,
- Industrial application of the production of multiple strains,
- Development of the downstream process for industrially produced bacteria,
- Development of the final formulations and metabolites,

In the field of Chemistry

- Formulation development and design of the necessary equipment for Agrifor, Tradite, and Natsu series as well as planning for industrial production. In this context, the development of 6 different liquid fertilizer formulations (Nitrogen-based, Zinc-Phosphorus-based, Potassium-based, Zinc-Boron-based, Calcium-Boron-Nitrogen-based, Rooting agent) and trials for their industrial-scale production are being carried out,
- Trials for the industrial-scale production of Natsu Ca using the existing $\text{Ca}(\text{NO}_3)_2 \cdot 4\text{H}_2\text{O}$,
- Development of the necessary formulations for Fe-EDDHA synthesis and initiation of pilot-scale trials,
- Development of biostimulant formulations and efforts to recover the waste generated during production,
- Laboratory studies for the production of plant micronutrients at the nano scale,
- Development and implementation of analytical methods in the laboratory, including spectrometric, chromatographic, gravimetric, and volumetric analysis techniques,

Progress has been made in these respective fields.

D- ACTIVITIES OF THE COMPANY AND IMPORTANT DEVELOPMENTS REGARDING ACTIVITIES

1. Investment Activities

In the first six months of 2025, our Company made an investment expenditure of **TRY 366,089,689**.

2. Internal Control System and Internal Audit Activities

Within the scope of the Corporate Governance Principles published by the Capital Markets Board (CMB), the Audit Committee was established as of June 2012, and its working directive was prepared. By the decision of our Company's Board of Directors dated 24.07.2012, the Early Detection of Risk Committee was established in order to comply with Article 378 of the Turkish Commercial Code No. 6102, which came into force on 1 July 2012, and it was announced on PDP with a material disclosure dated 24.07.2012. Guidelines regarding these committees are available on our Company's website.

3. Disclosures on Special Audits and Public Audits

The Company's activities are regularly and periodically audited by the Independent External Auditor and Auditors appointed by the General Assembly. For the year 2025, independent audit activities are carried out by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (Member of Deloitte Touche Tohmatsu Limited).

4. Legal Issues

a) Lawsuits

There is no significant ongoing lawsuit filed against the company.

b) Administrative and Judicial Sanctions

There are no significant administrative sanctions or penalties imposed on the Company or the Members of the Board of Directors due to practices contrary to the provisions of the legislation.

5. General Assembly

2024 Annual General Assembly Meeting

The Ordinary General Assembly Meeting of Hektaş Ticaret Türk Anonim Şirketi for the year 2024 was held on May 23, 2025, at 12:00, at the company headquarters located at Gebze Organized Industrial Zone Mah., 700th Street No: 711/1, P.K. 41400 Gebze/Kocaeli, under the supervision of the Ministry Representative Mr. Veysi UZUNKAYA, appointed by the letter of the Kocaeli Provincial Directorate of Commerce dated May 23, 2025, and numbered E-80122446-431.03-00109348394.

The invitation for the meeting, in accordance with the provisions of the relevant laws and the Articles of Association, including the meeting date, time, place, agenda, and proxy form, was duly announced in the Turkish Trade Registry Gazette dated April 30, 2025, and numbered 11322; on the Public Disclosure Platform (KAP) on April 25, 2025; in the Central Registry Agency e-General Assembly (E-GKS) system on April 25, 2025; in the April 30, 2025 issue of the local newspaper "Gazete Gebze" published in the city where the Company's headquarters is located; and on the Company's website www.hektas.com.tr.

It was determined that Ms. Şansel YILMAZ, Member of the Board of Directors and legal entity representative of Oyak Denizcilik ve Liman İşletmeleri Anonim Şirketi; Mr. Ferhat BAĞLARLIOĞLU, Member of the Board of Directors and legal entity representative of Oyak Pazarlama Hizmet ve Turizm Anonim Şirketi; Mr. Enis Emre TERZİ, General Manager of Hektaş; and Ms. Gözde TOPAL, representing the Independent Audit Firm "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi," were present at the meeting.

The Company's issued capital is fully paid and amounts to 8,430,000,000 (Eight billion four hundred thirty million) Turkish Liras, consisting of 843,000,000,000 (Eight hundred forty-three billion) shares, each with a nominal value of 1 (one) Kuruş. As a result of the examination of the list of attendees present physically and electronically; it was observed that 3,885,295.70 shares representing TRY 38,852,957 of the capital were present in person, 26,974,609,502.70 shares representing TRY 269,746,095.027 of the capital were represented by depository representatives, and 466,739,897,506.40 shares representing TRY 4,667,398,975.064 of the capital were represented by other representatives. Thus, it was determined that a total of 493,718,392,304.80 shares representing TRY 4,937,183,923.048 of the capital were present at the meeting. It was understood that the minimum meeting quorum stipulated in the relevant laws and the Company's Articles of Association was met, and upon this confirmation, the meeting was initiated by Mr. Murat KILIÇ, and the discussion of the agenda commenced.

There were no objections to the Ordinary General Assembly Meeting and the resolutions adopted therein, and the resolutions were accepted unanimously/by majority vote.

Agenda Items:

1. Opening, formation of the meeting presidency, and moment of silence,
2. Granting authority to the Meeting Presidency for signing the General Assembly meeting minutes and other related documents,
3. Reading, discussing, and submitting for approval the "Board of Directors Activity Report" for the 2024 fiscal year,
4. Reading the summary of the "Independent Audit Report" for the 2024 fiscal year,
5. Reading, discussing, and submitting for approval the "Financial Position Statement" and "Profit and Loss Accounts" for the 2024 fiscal year,
6. Discussing and deciding on the approval of the Board of Directors members for the 2024 fiscal year,
7. Discussing and submitting for approval the Board of Directors' proposal for profit distribution and the distribution date for the 2024 fiscal year,
8. Selection of Independent Board Members and determination of their terms of office in accordance with the relevant legal provisions,
9. Determining the remuneration of the Board of Directors members,

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10. Granting permission to the Board of Directors members to perform the activities specified in Articles 395 and 396 of the Turkish Commercial Code,
11. Deliberation and resolution on the proposal of the Board of Directors regarding the selection of the independent external audit firm for the audit of the accounts and transactions for the year 2025, in accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting and Auditing Standards Authority,
12. Providing information regarding guarantees, pledges, mortgages, and sureties given in favor of third parties, as well as the income or benefits obtained from them,
13. Presenting information about the donations and aid made in 2024 and deciding on the donation limit for the 01.01.2025-31.12.2025 accounting period,
14. Presentation to the General Assembly of the amendments to be made in the Company's Disclosure Policy,
15. Closing.

6. Donations and Social Responsibility Projects

By the company in 2025 in the first six months No donations were made to any institution or organization.

E- FINANCIAL POSITION

1. Summary of Financial Statements

The financial statements have been prepared in accordance with the Capital Markets Board's Communiqué No. II-14.1 on Principles of Financial Reporting, and the consolidated financial statements dated June 30, 2025, and June 30, 2024, have been subject to a limited independent review, while the consolidated financial statements dated December 31, 2024, have been subject to an independent audit.

Summary Balance Sheet (TRY)

(TRY)	30.06.2025	31.12.2024
Current Assets	7,640,829,859	10,323,793,479
Fixed Assets	18,980,630,496	17,768,210,022
Total Assets	26,621,460,355	28,092,003,501
Short-Term Liabilities	9,849,888,596	8,550,569,103
Long-Term Liabilities	2,045,848,603	3,517,223,526
Equities	14,725,723,156	16,024,210,872
Total Equities	26,621,460,355	28,092,003,501

Summary Income Statement (TRY)

(TRY)	30.06.2025	30.06.2024
Sales Income	3,707,036,362	3,465,296,024
Gross Profit/Loss	(184.067.209)	118,489,005
Real operating profit / loss	(1.217.064.775)	(831.217.227)
Profit / (Loss) for the Period	(1.256.557.999)	(1.340.185.141)

Our company prepares its budget every year within the framework of its strategic goals, and the prepared company budget is approved by the Board of Directors.

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At regular Board of Directors meetings, the current situation of the Company is reviewed and company activities are compared with the previous period and budget targets.

2. Key Activity Indicators and Financial Ratios

Financial Indicators	30.06.2025	30.06.2024
Gross Profit Margin	-5%	3%
Net Profit Margin	-34%	-39%
EBITDA Margin	-19%	-8%

(*) EBITDA Margin: Calculated using the formula $(\text{Operating Profit} + \text{Depreciation} - \text{Finance Income} + \text{Finance Expenses}) / \text{Net Sales}$.

3. Financial Power

It has been observed that the company's capital has not remained unrequited within the framework of the calculation made by taking into account the rates specified in Article 376 of the Turkish Commercial Code.

4. Development of Financing Sources and Policies Implemented by the Company Within the Framework of This Development

The Company is exposed to market risk (exchange rate risk and price risk), credit risk, and liquidity risk due to its activities. While managing liquidity and credit risks, the company regularly reviews its relationships with financially strong financial institutions in the market with low funding costs. The Company's risk management program generally focuses on minimizing the potential negative effects of uncertainty in financial markets on the company's financial performance. The company uses derivative products in order to protect itself from these financial risks. Products for cash management solutions provided by banks are used to regulate cash flow and reduce collection risk.

Nature and Amount of Capital Market Instruments Issued

The Company did not issue any debt instruments in the first six months.

5. Dividend Distribution

Our Dividend Distribution Policy determined at the 2014 Ordinary General Assembly Meeting held on 27.03.2015 is listed below.

"In principle, the Company has adopted the policy of distributing the entire distributable period profit in cash, within the framework of the applicable legislation and the provisions of the Company's Articles of Association, to the extent permitted by the financial leverage ratios and investment/financing needs and future free cash generation expectations, including market forecasts. The profit distribution policy is reviewed annually by the Board of Directors, taking into account national and global economic conditions, the Company's ongoing projects, and the status of its funds.

Dividend distribution is authorized by the Board of Directors at the general assembly meeting where it is decided to distribute, and it is paid in installments of equal or different amounts within the framework of the legislation provisions, until December 15 of the relevant calendar year.

The General Assembly is authorized to distribute the Dividend Advance in accordance with the provisions of the relevant legislation.

Dividend Distribution takes place within legal periods."

In line with the decision taken by our Company's Board of Directors, as a result of separate calculations made from the activities of the 2024 accounting period in accordance with the provisions of the Tax Procedure Law, Corporate and Income Tax Laws, and also in accordance with the provisions of the Capital Markets Board's communiqué numbered II-14.1, a period loss has occurred in our legal records as of 31.12.2024. Therefore, there is no distributable profit. As there was no distributable profit base in the statutory records as of December 31, 2024, it was resolved by majority vote of the participants at the 2024 Ordinary General Assembly Meeting held on May 23, 2025, not to distribute dividends.

6. Information About the Sector in Which the Company Operates

Agricultural Production Data:

According to the data of the Turkish Statistical Institute (TÜİK), in the Agricultural Producer Price Index (Agriculture-PPI, 2020=100), in June 2025 there was an increase of 18.82% compared to the previous month, an increase of 33.74% compared to December of the previous year, an increase of 50.31% compared to the same month of the previous year, and an increase of 35.46% according to the twelve-month averages.

By sectors, compared to the previous month, there was an increase of 19.98% in agricultural and hunting products and related services, an increase of 0.50% in forestry products and related services, and an increase of 5.25% in fish and other fishing products, aquaculture, and supporting services for fishing. By main groups, compared to the previous month, there was an increase of 0.22% in one-year (non-perennial) plant products, an increase of 51.08% in perennial plant products, and a decrease of 0.19% in live animals and animal products.

Agricultural Growth:

Based on the information shared in TÜİK data, the first estimate of GDP for the first quarter of 2025, as a chained volume index, increased by 2.0% compared to the same quarter of the previous year.

The GDP estimate by the production method in the first quarter of 2025, at current prices, increased by 36.7% compared to the same quarter of the previous year, reaching TRY 12 trillion 125 billion 173 million. The first-quarter value of GDP at current prices was realized as USD 335 billion 504 million.

When analyzing the activities constituting GDP; in the first quarter of 2025, compared to the previous year, as a chained volume index: the total value added of the construction sector increased by 7.3%, information and communication activities by 6.1%, other service activities by 4.7%, professional, administrative, and support service activities by 4.0%, real estate activities by 2.4%, taxes on products minus subsidies by 1.8%, services by 1.3%, financial and insurance activities by 0.5%, and public administration, education, human health, and social work activities by 0.3%. The agriculture sector decreased by 2.0%, while industry decreased by 1.8%.

Agricultural Product Exports:

According to the Ministry of Trade's Foreign Trade Bulletin data; in June 2025, compared to the same month of the previous year, exports increased by 8.0% to USD 20 billion 537 million, and imports increased by 15.3% to USD 28 billion 708 million. In the January-June 2025 period, exports increased by 4.1% to USD 131 billion 440 million, and imports increased by 7.2% to USD 180 billion 869 million.

In June, the share of exports by sectors was as follows: Manufacturing Industry 94.8% (USD 19 billion 477 million), Agriculture, Forestry, and Fishing 2.9% (USD 598 million), and Mining and Quarrying 1.7% (USD 352 million). In June, the share of imports by sectors was as follows: Manufacturing Industry 83.5% (USD 23 billion 963 million), Mining and Quarrying 10.1% (USD 2 billion 901 million), and Agriculture, Forestry, and Fishing 4.2% (USD 1 billion 210 million).

Supports:

According to the bulletin published by the General Directorate of Agricultural Reform, in the first six months of 2025, a total of TRY 89.7 billion in support payments were made. Of the payments, 77.6% was for crop production, 18.7% for animal production, 2.8% for rural development, 0.6% for R&D, and 0.3% for aquaculture production support.

According to the information provided in the published bulletin, in the second quarter of 2025, within the scope of crop production support, the highest amounts were allocated for diesel and fertilizer, oilseed crops, cereals-legumes and grain corn, crop insurance, fresh tea and tea pruning compensation; within the scope of animal production support, for cattle breeding (calf), sheep and goat breeding (lamb-kid), raw milk, and forage crop production; within the scope of aquaculture production, for small-scale fishing; within the scope of agricultural R&D support, for animal genetic resources; and within the scope of rural development support, for IPARD national co-financing and rural development investment support payments.

Developments in Agriculture:

Within the scope of the IPARD III Program's 6th call for applications, it was announced that EUR 50 million in grants will be provided.

4. Agriculture and Forestry Council Program The program was held, and 86 resolutions were published in the final declaration, along with a total of 48 strategies related to seed production, 27 of which are short-term.

The Ministry of Agriculture and Forestry announced that Aydın Pine Nut and Gaziantep Pistachio Paste have been granted Geographical Indication Registration by the European Union.

A QR code application has been implemented to allow citizens to access information on when food establishments were last inspected. The QR code application in food will be mandatory in all establishments as of July 28.

7. The Position of the Company in the Sector

In the first six months of 2025, HEKTAŞ maintained its leading position in the agricultural chemicals sector with its performance. In addition, the company ranks among the top in the organomineral fertilizer category in the plant nutrition industry. Within the scope of its breeding activities carried out under Areo Tohumculuk, the subsidiary operating in the seed sector, HEKTAŞ continues to register new vegetable and wheat seed varieties under the HEKTAŞ Tohum brand introduced to the market. As a result of the work conducted in the first quarter of the year, the total number of registered seed varieties has reached 31. Seed sales for cotton, tomato and pepper product varieties continue.

8. Development of the Company

At the HEKTAŞ "Plant Protection Products" production facility in the Gebze district of Kocaeli province, preparations for the ISO 50001 Energy Management Systems certificate have been completed, and following the certification audits, the quality certificate was obtained as of the second quarter of 2025.

At the Organomineral Fertilizer Production Facility in the Seyhan district of Adana province, purchases for the dust suppression system have been made, and the installation of the equipment will be commissioned as of the third quarter of 2025.

At the FERBİS Tarım "Plant Protection Products" production facility in the Bor district of Niğde province, a granule production and filling facility that will increase capacity will be commissioned as of the third quarter of 2025.

9. Products

<u>Plant Protection Products</u>	<u>Plant Nutrition Products</u>	<u>Seed</u>
Fungicides	Smart Base Fertilizers	Tomato Seed
Herbicides	Organically Coated Fertilizers	Pepper Seed
Acaricides	Foliar Fertilizers	Cucumber Seed
Insecticides	Pure Fertilizers	Eggplant Seed
Fumigants and Nematicides	Organominerals	Cotton Seed
Harvest Aids & Plant Growth Regulators	Drip Irrigation	Barley Seed
Winter Dormant Oils and Summer Oils	Special Products	Wheat Seed
Spreaders-Adhesives	Biological Preparations	Bean Seed
Pheromones	Other	Pea Seed
Biological Products		Corn Seed
		Sunflower Seed

10. Capacity Utilization Rates**2025 Second Quarter Capacity Utilization Rates**

At the Gebze (Plant Protection) production facility, the capacity utilization rate in the second quarter of 2025 was **73%**. The annual production capacity of the HEKTAŞ Gebze Production Facility for 2025 is **21,911** tons.

At the Niğde (Plant Protection) production facility, the capacity utilization rate in the second quarter of 2025 was **59%**. The annual production capacity of the FERBİS Niğde Production Facility for 2025 is **12,272** tons.

At the Adana (Organomineral Fertilizer) production facility, the capacity utilization rate in the second quarter of 2025 was **39.4%**. The annual production capacity of the Adana Organomineral Fertilizer Production Facility for 2025 is **99,000** tons.

11. Production (Amount)

2025 Second Quarter Production Quantities

At the Gebze (Plant Protection) production facility, plant protection products in technical material, liquid form, herbicide liquid form, and powder form are manufactured. As of the second quarter of 2025, the total production quantity realized was **8,018,070** kg.

At the Niğde (Plant Protection) production facility, plant protection products in technical material, liquid form, herbicide liquid form, and powder form are manufactured. As of the second quarter of 2025, the total production quantity realized was **3,610,877** kg.

At the Adana (Organomineral Fertilizer) production facility, organomineral fertilizers are manufactured. As of the second quarter of 2025, the total production quantity realized was **19,497,625** kg.

12. Developments in Sales

When the Company's sales for the first six months are examined, it is observed that there was a increase of approximately 7% compared to the same period of 2024. The developments in sales by business line are as follows:

Crop Protection Business Line

In the first half of 2025, the cash and short-term sales strategy implemented in the same period of the previous year continued. Accordingly, sales turnover by business line increased, and the average sales term was shortened.

Adverse impacts were recorded as drought, agricultural frost disasters, aggressive long-term sales strategies of competitors, difficulties in accessing commercial loans, and cash constraints in the markets. In response to these situations, product- and customer-based sales actions were taken, the predominantly cash-based short-term sales strategy was maintained, and early sales campaigns were launched.

In dealer and farmer purchasing decisions, the previous year's crop prices, offered price/term conditions, effects of diseases and pests, and climate conditions were decisive. Current year's crop prices or price expectations were also among the factors influencing purchasing decisions.

Globally, the detection of banned agricultural pesticides in agricultural products exported from Türkiye and the return of such products from customs, the impact on the market of active substances banned or with restricted licenses in the European Union, and changes in demand in export markets directly affected the business line.

In addition, in regions affected by frost damage, sales losses occurred in insecticide and fungicide product groups. It was anticipated that the new customs duty regulations implemented by the United States could lead to increases in freight and procurement costs.

Plant Nutrition Business Line

In the first six months of 2025, sales followed a stable trend. Despite unfavorable conditions in the sector, performance close to the overall target was achieved, and in some regions, performance exceeded the target.

Within the scope of export activities, our dealer network was expanded, and new market research was conducted. At the trade fairs attended, product presentations were made, technical information was shared, trial products were sent, and registration processes were initiated. In particular, research was carried out on the African and Brazilian markets, and negotiations were conducted for cooperation opportunities.

In regional analyses, while strong growth continued in the Çukurova region, relative declines were observed in the Marmara and GAP regions; in particular, a decrease was recorded in organomineral fertilizers. Among the factors that positively contributed to sales were strong stock management, product availability, and dealer support programs. Thanks to pre-season planning for critical products, rapid responses were given to demands. The widespread dealer network and trainings across Türkiye ensured that products reached end users on time. Pre-season campaigns and flexible payment terms prompted farmers to bring forward their purchasing decisions. Trust in the HEKTAŞ brand and field promotions accelerated the adaptation of new products. While favorable climate conditions in the first period positively affected product demand, frost damage and severe drought in the second period negatively impacted production; sowing decreased, especially for crops with high water requirements.

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Factors negatively affecting sales included frost events and sudden temperature fluctuations, transportation costs, and capacity constraints. Exchange rate volatility made price stability difficult, while difficulties in farmers' access to financing and reduced demand in B2B purchases also affected sales. Delays in the supply of imported inputs created challenges in stock planning.

To overcome these challenges, alternative supply plans and flexible logistics solutions were implemented, additional stocks were created for fast-moving products, and regular updates were provided on product supply and pricing. Feedback from dealers and farmers highlighted delivery times, price stability, and payment facilities; storage condition-related spoilage occurred in some products. Product quality, brand trust, and favorable payment terms were decisive in purchasing decisions; pre- and post-sales technical support and field visits built confidence.

Temporary issues in product supply and logistics processes and transportation delays were experienced in some regions. Globally, a contraction in the supply of fertilizer raw materials and an increase in logistics costs were observed. Particularly in nitrogen-, phosphorus-, and potassium-based raw materials, supply chain difficulties arose; transportation costs were reflected in product costs. In Europe, the trend toward environmentally friendly products increased, while the Russia-Ukraine and Iran-Israel conflicts affected production and supply processes. Restrictions from China and India led to increases in urea and DAP prices.

Frost events caused short-term crop losses, especially in fruit and vegetable farming regions; some farmers postponed purchases, and sales were negatively affected. In the medium term, producers in damaged areas applied additional treatments, creating extra sales opportunities for specialty fertilizers and biostimulant products. The frost impact varied regionally; it remained limited in Central Anatolia and Marmara, while more significant damage occurred in the Mediterranean region. In this context, post-frost plant recovery packages and technical information activities were launched for farmers.

New U.S. customs duties indirectly increased supply costs and raised production costs. Hektaş did not directly import on a large scale from the United States; however, cost increases from indirect supply chains were reflected in the Turkish market. In this context, alternative supplier searches were conducted, stock optimization was ensured for critical raw materials, and cost management and market expansion efforts were carried out.

Seed Business Line

In the first six months of 2025, sales progressed as planned and the projected targets were achieved. During this period, the highest sales were recorded in Parla pepper seeds and Kuvvars, Çoban, and Heybet cucumber seeds, while the lowest sales were in the tomato product group. On a regional basis, sales growth was observed in the Heybet cucumber variety in the Erdemli/Mersin region and in the Çoban cucumber variety in the Yayla region (Elmalı/Söğüt), while a decline in sales was recorded in the California pepper variety in the coastal Antalya region.

To develop export activities, participation was made in the ISF (International Seed Federation) Congress, and trial seed sets were provided to the companies contacted. In addition, seed trials were sent to Azerbaijan and Uzbekistan.

Among the factors that positively affected sales, the field performance of our varieties and our pricing policy came to the forefront, while the low performance of tomato products compared to competing varieties was considered a negative factor. In response, trials for new vegetable seed varieties in both greenhouse and open-field conditions continued to be established.

Feedback from dealers and farmers indicated that our market share in the tomato product group was low, and efforts on this matter continued. In purchasing decisions, particularly the performance of the Parla variety, our pricing policy, and the favorable characteristics of our cucumber varieties were decisive factors. Throughout the first six months, there were no disruptions in product supply and logistics processes.

Globally, researchers on Réunion Island in the Indian Ocean discovered the "Tomato Yellow Leaf Curl Reunion Virus (TYLCREV)," which poses a potential threat to global plant health and virus evolution for tomato plants. However, frost events occurring between the end of April and mid-March did not create any negative impact specifically on vegetable seeds. The new U.S. customs duties did not have a negative effect on the company in terms of vegetable seeds.

Export

The first six months of 2025 stood out as a period in which a balanced and stable performance was achieved in exports. The negative effects of global climate change on agricultural production were felt in many of the countries where exports were made. Natural disasters such as floods, frost, and hail caused producers to act more cautiously in their product choices, which led to a marked slowdown in purchasing processes.

Despite all these challenges, the export sales targets set for the first half of the year were successfully achieved. With the start of the season, *fungicides* in the fruit group, and *herbicides* and *fungicides* in the field crops group came to the forefront in sales. In contrast, sales in the *acaricide* group, whose usage period falls in the summer months, remained at a low level in the first quarter but reached the targeted level in the second quarter.

To strengthen export activities, intensive technical promotional work was carried out in the field together with distributors. In this context, large-scale seminars were organized in many countries, new products were introduced, and direct communication was established with producers to convey detailed technical specifications of the products.

The most important factor positively influencing export performance in the first six months was the effective stock management implemented by distributors. However, various setbacks also occurred during the period. Political instability in the Red Sea region caused delays in shipping processes, disrupting both raw material supply and export shipments. In addition, some raw material producers shifted to formulation production and reduced prices, increasing competition in the market. Problems experienced by some raw material producers in China and price increases in certain raw materials also added further pressure to the process. All these developments were closely monitored by our company.

Despite all these challenges, thanks to a strong communication network established with customers, logistics processes were brought forward; with the competitive pricing policy implemented before the season and timely product supply, access to sub-dealer shelves by distributors was ensured.

As a company, a proactive approach is taken against these developments, and the necessary action plans are implemented promptly.

13. Sales (Amount)

In the second quarter of 2025, the sales volume of the products belonging to the crop protection and plant nutrition business lines amounted to **47,595,718 kg**; the sales volume of the products belonging to the seed business line was as follows: open field seeds **53,900 kg**, vegetable seeds **5,720,491 units**, and vegetable trial sales **117,044 kg**.

It is planned that our company will reach its targeted sales amounts by the end of the year.

14. Incentives

During the relevant period, our Company benefited from the Investment Incentive Certificates it had obtained. The incentives the Company benefits from are as follows;

Social Security Institution (SGK) Incentive:

Through this incentive, the company receives a discount on Social Security Institution (SGK) premiums. This discount provides significant cost advantages for the company by reducing the financial burden of employees.

Tax Incentive – Investment Incentive Certificate:

The investment incentive certificate is a document required to benefit from the advantages of the Investment Incentive System, which offers various state-provided incentives if the investment meets the specified minimum criteria. Through this certificate, the company secures government support for its investments in the form of tax reductions, VAT exemptions, and customs duty exemptions, thereby lowering investment costs.

R&D Deduction:

In the Corporate Tax Law, R&D and the R&D deduction are defined as 'research and development expenditures carried out exclusively within enterprises in pursuit of new technology and knowledge.' Expenditures made for R&D activities are deducted from corporate tax within the rates determined by the legislation. This enables a cost-reducing effect on expenditures related to researching and developing new production methods, process improvements, and new techniques that enhance product quality and performance while lowering costs.

F - RISKS AND ASSESSMENT OF THE BOARD OF DIRECTORS

1. Risk Management Policy

Within the scope of the Corporate Governance Principles published by the CMB, the Audit Committee was established in June 2012 and its working instructions were created. By the decision of our Company's Board of Directors dated 24.07.2012, the Early Detection of Risk Committee was established in order to comply with Article 378 of the Turkish Commercial Code No. 6102, which came into force on 1 July 2012, and it was announced on PDP with a material disclosure dated 24.07.2012. Guidelines regarding these committees are available on our Company's website.

2. Forward-Looking Risks

The risks that the Company will face in the future are regularly analyzed by the Early Detection of Risk Committee of the Board of Directors. As of the reporting period, the assessments indicate that no risks are anticipated to affect the Company's future operations.

G- MISCELLANEOUS

1. Off-Center Organizations

a. Our Production Facilities

- *Hektaş General Directorate and BKÜ Production Facility (GEBZE)*
- *Hektaş OMG Production Facility (ADANA)*
- *Ferbis BKÜ Production Facility (NİĞDE)*
- *Hektaş Asia LLC Plant Protection Products Production Facility (UZBEKISTAN/TASHKENT)*

b. Our Regional Directorates and Other Centers

- We have six Regional Directorates located in Çukurova, Central Anatolia, the Mediterranean, Marmara, the Aegean, and the GAP regions, as well as "HEKTAŞ F.A.R.M" in the Orhangazi district of Bursa province and the "Ankara High Technology Center" in the Sincan district of Ankara.

c. Our R&D Centers

- *Hektaş General Directorate and BKÜ Production Facility (GEBZE)*
- *Hektaş Orhangazi Branch (BURSA)*

2. Information on Legislative Changes That May Significantly Affect Company Activities

There are no legislative changes such as incentives and taxes that may significantly affect our Company's financial statements.

3. There is no information regarding any conflicts of interest between the Company and the institutions from which it receives services in areas such as investment advisory and rating, nor about the measures taken by the Company to prevent such conflicts of interest.

None.

4. Information on Social Rights, Vocational Training and Other Social and Environmental Consequences of Company Activities of Employees

In our company, employees are provided with health insurance, company-contributed Private Pension, education allowance, death allowance, marriage allowance, and maternity allowance as social rights. In addition, training programs are implemented to increase their professional development within the framework of training programs prepared on an annual basis. By closely monitoring the latest developments regarding human health, environmental protection and operational safety, priority is given to the development of environmentally friendly technologies to minimize the negative effects on the environment and society.

5. Information Mandatory to be Provided to Shareholders Regarding Related-Party Transactions and Balances

Information regarding our company's transactions with related parties is included in the footnotes No.19 of the financial statements dated 30.06.2025 .

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Information regarding our Company's Investor Relations Department is provided below.

NAME-SURNAME	TITLE	LICENCE	E-MAIL	TELEPHONE
Tuba BEKTAŞ	Head of Investor Relations	CMB Level 3 License, Corporate Governance Rating License, Derivatives Instruments License, Credit Rating License.	yatirimciiliskileri@hektas.com.tr investorrelations@hektas.com.tr	+90 262 888 19 56
Füsun DÖNERTAŞ	Investor Relations Department Manager		yatirimciiliskileri@hektas.com.tr investorrelations@hektas.com.tr	+90 262 888 19 56

Events Occurring Within the Period:Statement of Responsibility & Financial Statements & Annual Report & Compliance Reports

As of year-end 2024, the Statement of Responsibility, Financial Statements, Annual Report, and Compliance Reports were prepared and publicly announced for the information of our stakeholders via the KAP disclosure dated 11.03.2025.

Common and Continuous Transactions

Due to the fact that the commercial activity involving the sale of raw materials, packaging, and finished products between our Company and FERBİS Tarım Ticaret ve Sanayi Anonim Şirketi—our subsidiary—exceeded 10% of total sales and is considered extensive and continuous, a “Report on Extensive and Continuous Transactions” was prepared in accordance with the Capital Markets Board's Corporate Governance Communiqué No. II-17.1. This report was disclosed to the public and shared with our stakeholders via the Public Disclosure Platform (KAP) on March 11, 2025.

Notification Regarding General Assembly Proceedings

The invitation text, agenda, dividend distribution transactions, and the notification regarding the selection of the Independent Audit Company for 2025 relating to the 2024 Ordinary General Assembly meeting to be held on 23.05.2025 were presented to our stakeholders and publicly announced via the KAP disclosure dated 25.04.2025.

The announcements regarding the meeting outcome, minutes, list of attendees, dividend distribution transactions, the determination of the Independent Audit Firm for 2025, Committee Structuring, and the distribution of duties of the Members of the Board of Directors for the 2024 Ordinary General Assembly meeting held on 23.05.2025 were presented to our stakeholders and publicly announced via the KAP disclosure dated 23.05.2025.

On 04.06.2025, the KAP disclosure regarding the registration procedures of the General Assembly was presented to our stakeholders.

Notification Regarding the Disclosure Policy

The Board of Directors' resolution to present the changes to be made in the Company's Disclosure Policy to the information of the General Assembly at the 2024 Ordinary General Assembly meeting to be held on 23.05.2025 was shared with our stakeholders and publicly announced via the KAP disclosure dated 25.04.2025.

Statement of Responsibility & Financial Statements & Annual Report & Compliance Reports

As of the end of March 2025, the Statement of Responsibility, Financial Statements, and Annual Report for the first quarter were prepared and publicly announced for the information of our stakeholders via the KAP disclosure dated 02.05.2025.

Change of Legal Entity Board Member Representative

HEKTAŞ TİCARET T.A.Ş.

INTERIM BOARD OF DIRECTORS ACTIVITY REPORT

Prepared Pursuant to Communiqué No. II-14.1

Effective from 12.06.2025, Erhan AKGÜL was appointed in place of Şansel YILMAZ, who had been acting on behalf of OYAK Denizcilik ve Liman İşletmeleri Anonim Şirketi, a Legal Entity Board Member of our Company, and this was presented to our stakeholders and publicly announced via the KAP disclosure dated 12.06.2025.

Effective from 23.06.2025, Mustafa Serdar BAŞOĞLU was appointed in place of Eren Ziya DİK, who had been acting on behalf of OMSAN Lojistik Anonim Şirketi, the Legal Entity Chairman of the Board of Directors of our Company, and this was presented to our stakeholders and publicly announced via the KAP disclosure dated 23.06.2025.

Effective from 23.06.2025, Volkan ÜNLÜEL was appointed in place of Can ÖRÜNG, who had been acting on behalf of OYTAŞ İç ve Dış Ticaret Anonim Şirketi, the Legal Entity Vice Chairman of the Board of Directors of our Company, and this was presented to our stakeholders and publicly announced via the KAP disclosure dated 23.06.2025.

Events Occurring After the Reporting Period:

Independent Board Member Resignation and Committee Membership Change

Mr. Bekir Yener YILDIRIM, who had been serving as an Independent Member of the Board of Directors of our Company, resigned from his position as Independent Board Member, as well as from his duties as Chairman of the Early Detection of Risk Committee and Member of the Audit Committee, effective 9 July 2025, due to a new executive position he will assume in another company. This was presented to our stakeholders and publicly announced via the KAP disclosure dated 09.07.2025.

The Board of Directors resolved to appoint Independent Board Member Mr. Kurtuluş Bedri VAROĞLU as Chairman of the Early Detection of Risk Committee, and Independent Board Member Mr. Bülent Şamil YETİŞ as a Member of the Audit Committee, and this was presented to our stakeholders and publicly announced via the KAP disclosure dated 09.07.2025.

Election of a New Independent Board Member

Mr. Bekir Yener YILDIRIM, who had been serving as an Independent Member of the Board of Directors of our Company, resigned from his position as Independent Board Member, as well as from his duties as Chairman of the Early Detection of Risk Committee and Member of the Audit Committee, effective 9 July 2025, due to a new executive position he will assume in another company.

Accordingly, the Board of Directors resolved on 08.08.2025 to nominate Mr. Murat Dertli ERKER, pursuant to Article 4.3.8 of the Corporate Governance Communiqué and based on the report of the Nomination Committee, to fill the remaining term of office in place of Mr. Bekir Yener YILDIRIM, and to submit this nomination for the approval of the Capital Markets Board. This was presented to our stakeholders and publicly announced via the KAP disclosure dated 08.08.2025.

Changes in Legal Entity Board Member Representatives

Pursuant to a resolution adopted by the Board of Directors of OMSAN Lojistik Anonim Şirketi, effective from 11.08.2025, Mr. Ahmet EREN was appointed in place of Mr. Mustafa Serdar BAŞOĞLU, who had been acting on behalf of OMSAN Lojistik Anonim Şirketi, a Legal Entity Board Member of our Company. This was presented to our stakeholders and publicly announced via the KAP disclosure dated 11.08.2025.

Pursuant to a resolution adopted by the Board of Directors of AKDENİZ Chemson Kimya Sanayi ve Ticaret Anonim Şirketi, effective from 11.08.2025, Mr. Hüseyin Fazıl ORAL was appointed in place of Ms. Gözde ERKOÇ, who had been acting on behalf of AKDENİZ Chemson Kimya Sanayi ve Ticaret Anonim Şirketi, a Legal Entity Board Member of our Company. This was presented to our stakeholders and publicly announced via the KAP disclosure dated 11.08.2025.

Distribution of Duties Among Board Members

Pursuant to the resolution of the Board of Directors dated 11.08.2025, Mr. Volkan ÜNLÜEL, acting on behalf of OYTAŞ İç ve Dış Ticaret A.Ş., was elected as Chairman of the Board of Directors, and Mr. Ahmet EREN, acting on behalf of OMSAN Lojistik A.Ş., was elected as Vice Chairman of the Board of Directors. This was presented to our stakeholders and publicly announced via the KAP disclosure dated 11.08.2025.