

HEKTAŞ TİCARET T.A.Ş.

ANNOUNCEMENT MADE UNDER THE ARTICLE TITLED GENERAL ASSEMBLY 1.3 OF THE COMMUNIQUE NO. II-17.1 OF THE CAPITAL MARKET BOARD. 30.03.2023 ORDINARY GENERAL ASSEMBLY

a. Total number of shares and voting rights reflecting the partnership's shareholding structure as of the date when the statement will be made, the number of shares and voting rights representing each privileged share group, if there are privileged shares in the company's capital,

SHAREHOLDERS	NUMBER OF SHARES	CAPITAL (TL)	%
Ordu Yardımlaşma Kurumu (Turkish Armed Forces Pension)	148,811,964,020	1,488,119,640.2	58.82
Other	104,188,035,980	1,041,880,359.8	41.18
TOTAL	253,000,000,000	2,530,000,000.00	100

Each share has one voting right and there is no privilege in the voting rights.

b. Changes in the management and activities of the company and major affiliates and subsidiaries of the company, which took place in the previous fiscal period or which are planned for the next fiscal period and which will significantly affect the company's activities,

In 2022, six changes that could significantly affect the company's activities which were carried out in the previous fiscal period or which are planned to be carried out in the following fiscal periods occurred.

All 51% shares held by Oyak Sermaye Yatırımları A.Ş. in the Australian resident company Agriventis Technologies Pty.Ltd., were acquired from Oyak Sermaye Yatırımları A.Ş. for a price of TL 28.000.000 in 2022.

The authorized capital cap was increased from TL 1.000.000.000 to TL 3.000.000.000 based on the decision taken at the General Assembly upon the approval of the Capital Market Board and the Ministry of Trade in 2022.

In 2022, our Company's paid-in capital in the amount of TL 860.000.000 was increased to TL 2.530.000.000 through an increase in the total amount of TL 1.670.000.000, TL 1.290.000.000 of which will be paid and TL 380.000.000 of which will be unpaid.

The company titled "HEKTAS ASIA LLC" was established in Uzbekistan/Tashkent, with 100% of its shares belonging to HEKTAŞ Ticaret T.A.Ş.

An application was made to the Capital Market Board to trade the shares of Ferbis Tarım Ticaret ve Sanayi Anonim Şirketi ("Ferbis"), a 100% affiliate of our Company engaged in the production, import and marketing of pesticides, on Borsa İstanbul A.Ş. under the public offering method, and the relevant procedures were started.

Procedures for issuing Convertible Bonds were started.

c. If the dismissal, replacement or election of board of directors members is on the agenda of the general assembly meeting, the reasons for dismissal and replacement, the CVs of the individuals whose candidacy for the board of directors membership has been submitted to the partnership, their duties performed in the last ten years and reasons for resignation, the nature and level of importance of their relationship with the partnership and the related parties of the partnership, whether they are independent and information about similar issues that could impact the partnership's activities if these individuals are elected as board of directors members:

During the General Assembly Meeting held on 31 March 2020 regarding the activities of 2019, the legal person Board of Directors Members were elected for 3 years, while the Independent Members of the Board of Directors were elected for 1 year.

Due to the expiration of their terms of office, the Independent Board of Directors Members were elected for 1 year as a result of the election held during the Ordinary General Assembly Meeting dated 24 March 2021. Due to the expiration of their terms of office in the subsequent year, the Independent Board of Directors Members were elected for 1 year as a result of the election held during the Ordinary General Assembly Meeting dated 1 April 2022.

The CVs of Legal Person Board of Director Members' Representatives and Independent Board of Directors Member candidates who will be nominated for Board of Directors Membership at the Ordinary General Assembly, which will be held on 30 March 2023 for the activities of 2022, are presented in Annex-2.

d. Demands communicated in writing by shareholders to the Investor Relations Department regarding addition of items in the agenda; in cases where the board of directors rejects the shareholders' agenda recommendations, the recommendations that are rejected and reasons for rejection,

No such demand was made for the Ordinary General Assembly Meeting where activities of 2022 will be discussed.

e. If the agenda includes amendment to the articles of association, the related Board of Directors Decision, as well as the former and new versions of the amendments to the articles of association,

An application was made again with revised version on 16.03.2023 to the Capital Market Board for the amendment of the article 7 titled "Capital" and the article 10 titled "Issue of Debt Securities" of our Company's Articles of Association regarding the issue of Convertible Bonds.

Amended Articles of Association texts subject to the applications are presented in Annex-1.

ANNEX-1

<p style="text-align: center;">HEKTAŞ TİCARET TÜRK ANONİM ŞİRKETİ ARTICLES OF ASSOCIATION AMENDMENT TEXT</p>	
CURRENT VERSION	NEW VERSION
<p>CAPITAL ARTICLE 7</p> <p>The Company adopted the authorized capital system as per the provisions of the Capital Market Law (CML) and started to implement this system based on the permission dated 13.10.1988 no. 547 of the Capital Market Board.</p> <p>The authorized capital cap of the Company is TL 3.000.000.000 and is divided into 300.000.000.000 shares, each with a nominal value of 1 (one) Kurus The authorized capital cap permission granted by the Capital Market Board is valid for the years 2022- 2026 (5 years). Even if the authorized capital cap which is permitted cannot be reached at the end of 2026, in order for the board of directors to take a capital increase decision after 2026, authorization must be obtained for a new period not exceeding 5 years from the general assembly, by obtaining permission from the Capital Market Board for the cap previously permitted or a new cap amount. If the aforementioned authorization cannot be obtained, capital increase cannot be applied with a board of directors decision.</p> <p>The company's issued capital is in the amount of 2.530.000.000 (two billion five hundred thirty million) Turkish Liras which is wholly paid, comprised of 253.000.000.000 (two hundred fifty three billion) shares, each with a nominal value of 1 (one) Kurus.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered shares or bearer's shares up to the authorized capital cap when deemed necessary, in accordance with the provisions of the Capital Market Law, between 2022-2026.</p> <p>The Board of Directors is authorized to issue shares exceeding the nominal value or restrict the shareholders' rights to acquire new shares, provided that the provisions of the Turkish Commercial Law and Capital Market Law are not violated. The authority to restrict new share acquisition cannot be exercised by creating inequality among shareholders.</p> <p>The shares representing the capital are recognized in dematerialized form, within the framework of the principles on dematerialization.</p> <p>Each share grants 1 voting right</p>	<p>CAPITAL ARTICLE 7</p> <p>The Company adopted the authorized capital system as per the provisions of the Capital Market Law (CML) and started to implement this system based on the permission dated 13.10.1988 no. 547 of the Capital Market Board.</p> <p>The authorized capital cap of the Company is TL 8.500.000.000 and is divided into 850.000.000.000 shares, each with a nominal value of 1 (one) Kurus. The authorized capital cap permission granted by the Capital Market Board is valid for the years 2023-2027 (5 years). Even if the authorized capital cap which is permitted cannot be reached at the end of 2027, in order for the board of directors to take a capital increase decision after 2027, authorization must be obtained for a new period not exceeding 5 years from the general assembly, by obtaining permission from the Capital Market Board for the cap previously permitted or a new cap amount. If the aforementioned authorization cannot be obtained, capital increase cannot be applied with a board of directors decision.</p> <p>The company's issued capital is in the amount of 2.530.000.000 (two billion five hundred thirty million) Turkish Liras which is wholly paid, comprised of 253.000.000.000 (two hundred fifty three billion) shares, each with a nominal value of 1 (one) Kurus.</p> <p>The Board of Directors is authorized to increase the issued capital by issuing registered or bearer shares up to the authorized capital cap and to take decisions on the restriction of shareholders' right to acquire new shares and issuance of premium shares or shares lower than their nominal value at times when deemed necessary in accordance with the provisions of the Capital Market Law, between 2023-2027. The authority to restrict new share acquisition cannot be exercised by creating inequality among shareholders.</p> <p>The shares representing the capital are recognized in dematerialized form, within the framework of the principles on dematerialization.</p> <p>Each share grants 1 voting right.</p>

HEKTAŞ TİCARET TÜRK ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION AMENDMENT
TEXT

CURRENT VERSION	NEW VERSION
<p>ISSUE OF DEBT SECURITIES-</p> <p>ARTICLE 10</p> <p>In accordance with the Turkish Commercial Law and the Capital Market legislation, the company may issue all kinds of bonds, financing bills, asset-backed securities, other debt securities, including those issued on discount basis, all kinds of deeds with the right to purchase and exchange, as well as other capital market instruments in the nature of borrowing instruments. The Board of Directors is authorized indefinitely as per the related provisions of the Capital Market Law, in the issue of these marketable securities.</p>	<p>ISSUE OF CAPITAL MARKET INSTRUMENTS</p> <p>ARTICLE 10</p> <p>The Company may issue all kinds of capital instruments in accordance with the provisions of the Capital Market Law and other effective legislation, for sale to natural and legal persons in Turkey and abroad. The Board of Directors is authorized indefinitely to issue the Company's bonds, financing bills and other capital market instruments in the nature of debt instruments in accordance with the provisions of the relevant legislation.</p>

ANNEX-2

RESUME

Name Surname : Musa Levent ORTAKÇIER

Date of Birth : 02/01/1971

Education	Name of Educational Institution	Completion Date
GRADUATE	Atatürk University / Agricultural Structures and Irrigation	1997

Foreign Languages: English, Arabic

Positions Held in the Last 10 Years:

Work Experience	Beginning and End Date	Reason for Termination
Chairman of the Board of Directors, HEKTAŞ	2021	Present
Head of Food, Agriculture and Livestock Sector, OYAK	2020	Present
General Manager, HEKTAŞ	2016 – 2020	Promotion
General Manager, ARSAL Otomotiv A.Ş.	2013 – 2016	Job Change
Assistant General Manager of Commerce, TAYAŞ Gıda A.Ş.	2008 – 2013	Job Change
Sales Director, ÜLKER Gıda Sanayi A.Ş.	2006 – 2008	Job Change
Sales Manager, CADBURY	1995 – 2006	Job Change

Furthermore, he has had various Board of Directors membership duties as a real person representative on behalf of the legal person in OYAK Group Companies.

RESUME

Name Surname : Volkan ÜNLÜEL

Date of Birth : 12/09/1987

Education	Name of Educational Institution	Completion Date
GRADUATE	Social Sciences University Of Ankara – Audit and Risk	February- 2022
GRADUATE	Gazi University - Accounting and Financing	2014 – (Present)
UNDERGRADUATE	Gazi University Faculty of Economics and Administrative Sciences - Economics	2004 - 2009

Foreign Languages: English

Positions Held in the Last 10 Years:

Work Experience	Beginning and End Date	Reason for Termination
OYAK Head Office – Affiliates Monitoring and Finance Assistant General Manager	02.01.2023 - Present	Present
OYAK Audit Department– Vice President of Audit	01.02.2022 – 01.01.2023	Assignment/Promotion
OYAK Head Office – Affiliates Monitoring and Coordination Manager	01.01.2019 – 01.02.2022	Assignment/Promotion
OYAK Audit Department– Auditor/Inspector	09.05.2018 – 01.01.2019	Assignment/Promotion
Inspection Board of the Prime Ministry of Turkey - Inspector of the Prime Ministry	2012 - 2018	Career Change
Ministry of Treasury and Finance of Turkey – Accounts Controller	2010 - 2012	Assignment/Promotion
Ministry of Treasury and Finance of Turkey – State Budget Specialist	2009 - 2010	Assignment/Promotion

- Furthermore, he holds Board of Directors memberships as a natural person representative on behalf of the legal person board of directors member at OYAK Group companies.

RESUME

Name Surname : Arif ÇETİNKAYA

Date of Birth : 24/05/1961

Education	Name of Educational Institution	Completion Date
UNDERGRADUATE	Army War Academy / Business Administration	1992
GRADUATE	Armed Forces Academy / International Relations Administration Organization Academy / War History	1997
ASSOCIATE DEGREE	Anadolu University / Securities and Capital Market	2021

Foreign Languages: English

Positions Held in the Last 10 Years:

Work Experience	Beginning and End Date	Reason for Termination
Board of Directors Member, HEKTAŞ	2022	Present
Training and Doctrine Command Administrative Department / Ankara	2012 - 2013	Assignment
General Staff Armed Forces Command Centre and Cyprus Desk	2005 – 2012	Assignment
23. Internal Security Brigade Command Chief of Staff / Silopi	2003 – 2005	Assignment

RESUME

Name Surname : Okan SİVRİ

Date of Birth : 06/10/1969

Education	Name of Educational Institution	Completion Date
GRADUATE	Selçuk University (Human Resources Management)	2005

Foreign Languages: English

Positions Held in the Last 10 Years:

Work Experience	Beginning and End Date	Reason for Termination
Board of Directors Member, HEKTAŞ	2021	
3rd BORDER REGIMENT COMMAND / ŞANLIURFA	2018–2018	Retirement
SPECIAL FORCES GROUND OPERATIONS SUPPORT GROUP COMMAND / ANKARA	2012–2018	Assignment
GENERAL STAFF GUARD BATTALION COMMAND / ANKARA	2008– 2012	Assignment

RESUME

Name Surname : İrem ATALAY

Date of Birth : 25/07/1988

Education	Name of Educational Institution	Completion Date
GRADUATE	Atılım University E-MBA	Present
UNDERGRADUATE	Çankaya University Industrial Engineering	2012

Foreign Languages: English

Positions Held in the Last 10 Years:

Work Experience	Beginning and End Date	Reason for Termination
OYAK Head Office Affiliates Monitoring and Coordination Manager	02.2022	Present
OYAK Head Office Inspector	03.2020-02.2022	Promotion
Dorçe Prefabrik Yapı A.Ş. Software Specialist / BGYS Administrator	02.2018-03.2020	Resignation
İstem Medikal Tıbbi Cihaz Ürünleri Production Manager / ERP Project Manager	02.2017-02.2018	Resignation
Yıldırımlar İş Güvenliği Ekipmanları Production Manager / ERP Project Manager	02.2016-02.2017	Resignation
Prefi Prefabrik Yapı A.Ş. ERP Specialist	11.2012-02.2016	Resignation

In addition, she held various Board Memberships (representatively) with different terms in OYAK Group Companies.

RESUME

(INDEPENDENT MEMBER)

Name Surname : Bülent Samil YETİŞ

Date of Birth : 14/10/1973

Education	Name of Educational Institution	Completion Date
GRADUATE	University Of Essex, Business Administration Program in English	1998
UNDERGRADUATE	Eastern Mediterranean University, Business Administration in English	1997

Foreign Languages: English

Positions Held in the Last 10 Years:

Work Experience	Beginning and End Date	Reason for Termination
Independent Board of Directors Member, HEKTAŞ	2020	Present
Ünye Çimento San. ve Tic. A.Ş.- Independent Board of Directors Member	2017	
Sworn-in CPA-Independent Personal Service	2016-	
Sworn-in CPA-Independent Personal Service	2004-2015	Change of Position

Is not related with the Company and the Company's related parties.

RESUME

(INDEPENDENT MEMBER)

Name Surname : Kadri ÖZGÜNEŞ

Date of Birth : 1973

Education	:	Name of Educational Institution	Completion Date
GRADUATE	:	Boğaziçi University Post Graduate Studies in Finance	2006
LICENSE	:	Istanbul Technical University Management Engineering	1993

Foreign Languages: ENGLISH

Positions Held in the Last 10 Years:

Work Experience	Beginning and End Date	Reason for Termination
Independent Board of Directors Member, HEKTAŞ	2022	Present
OYAK Yatırım Menkul Değerler A.Ş. Independent Board of Directors Member	2021	Present
İstinye University Dr. Faculty Member	2018	Present
Temsa Ulaşım Araçları Sanayi ve Ticaret A.Ş. Business Development Assistant General Manager	2018 – 2018	Resignation
Temsa Ulaşım Araçları Sanayi ve Ticaret A.Ş. Overseas Sales and Marketing Assistant General Manager	2016 – 2018	Change of Jobs
H.Ö. Sabancı Holding A.Ş. Business Development and Performance Director	2013 – 2016	Change of Jobs
H.Ö. Sabancı Holding A.Ş. Strategy and Business Development Manager	2009 – 2013	Change of Jobs

Is not related with the Company and the Company's related parties.

RESUME

(INDEPENDENT MEMBER)

Name Surname : Kurtuluş Bedri VAROĞLU

Date of Birth : 1960

Education	Name of Educational Institution	Completion Date
GRADUATE	Ankara University / Institute of Social Sciences	1985
LICENSE	Ankara University / Faculty of Law	1982

Foreign Languages: English

Positions Held in the Last 10 Years:

Work Experience	Beginning and End Date
İskendurun Demir ve Çelik A.Ş. - Independent Board of Directors Member	2019-
Ereğli Demir Personel Çelik Fabrikaları T.A.Ş. - Independent Board of Directors Member	2017-
Varoğlu Law Firm - Legal Advisor and Attorney	1988-

Is not related with the Company and the Company's related parties.