

**INVITATION FROM THE BOARD OF DIRECTORS OF BAREM AMBALAJ SANAYİ VE TİCARET ANONİM ŞİRKETİ TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR 2023 DATED 6.06.2024**

Our Company's Ordinary General Assembly Meeting for the Year 2023 will be held on Thursday, June 6, 2024, at 10:00 in İbni Melek OSB Mah. Yol 1 Sok. No:15 Tire Organized Industrial Zone Conference Hall Tire/İzmir.

Shareholders of our company may attend the Ordinary General Assembly Meeting in person or through their representatives, either physically or electronically pursuant to Article 1527 of the Turkish Commercial Code No. 6102. Shareholders whose names are included in the list of attendees prepared by the Board of Directors considering the list of shareholders provided by the Central Registry Agency (MKK) may attend the Ordinary General Assembly Meeting. Real person shareholders whose names are on this list can attend the general assembly by presenting their identity cards, and legal person shareholders by presenting their authorization documents together with the identity of the persons authorized to represent and bind the legal person. Shareholders who wish to attend the Ordinary General Assembly Meeting electronically must have an electronic signature and that the Central Registry Agency A.Ş. They must register on the e-MKK Information Portal. Necessary information regarding participation in the general assembly in electronic environment can be obtained from MKK or the website at [www.mkk.com.tr](http://www.mkk.com.tr).

A sample of the power of attorney for the shareholders who will be represented by proxy at the General Assembly meeting is made available to the Shareholders on the Company's corporate website at [www.baremambalaj.com](http://www.baremambalaj.com) and at the Company Headquarters. In this respect, they are required to submit their notarized power of attorney to the Company by fulfilling the matters stipulated in the Communiqué on Proxy Voting and Proxy Gathering by Call, numbered II-30.1, published in the Official Gazette dated 24.12.2013 and numbered 28861. A proxy is not required to be submitted by a proxy who has been appointed electronically via the Electronic General Assembly System. Power of attorney, which is obligatory in the said Communiqué and does not comply with the attached power of attorney sample, will not be accepted due to our legal responsibility.

Shareholders and their representatives who will vote with the Electronic General Assembly System, 'Regulation on General Assemblies to be Held Electronically in Joint Stock Companies' published in the Official Gazette dated 28 August 2012 and numbered 28395 and 'General Assembly of Joint Stock Companies' published in the Official Gazette dated 29 August 2012 and numbered 28396. They are required to fulfill their obligations in accordance with the provisions of the Communiqué on the Electronic General Assembly System to be Implemented in the Board of Directors.

In accordance with the 4th paragraph of the 415th article of the Turkish Commercial Code No. 6102 and the 1st paragraph of the 30th article of the Capital Markets Law No. 6362, the right to participate in the general assembly of the publicly held company and to vote, not subject to storage conditions. In this framework, if our shareholders want to attend the General Assembly Meeting, there is no need for them to have their shares blocked.

Provided that the provisions of electronic voting regarding the voting of the Agenda Items are reserved, the voting will be made openly and by raising hands at the Ordinary General Assembly Meeting.

Financial Statements for the 2023 operating year, PKF Candidate Independent Auditing A.Ş. (A member firm of PKF International) Independent Audit Report, Board of Directors Annual Report, Corporate Governance Compliance Report (URF) and Corporate Governance Information Form (KYBF), detailed Information Document containing the following agenda items and necessary explanations for compliance with Capital Markets Board regulations For three weeks before the General Assembly meeting, it will be available for review by the esteemed Shareholders at the Company Headquarters, on the Company's corporate website at [www.baremambalaj.com](http://www.baremambalaj.com), on the Public Disclosure Platform (KAP) and on the Electronic General Assembly System.

Pursuant to Article 29 of the Capital Markets Law, the owners of registered shares and traded shares will not be notified by registered mail.

It is submitted to the information of the esteemed Shareholders.

Regards,

**BAREM PACKAGING INDUSTRY AND TRADE INC. BOARD OF DIRECTORS**

**ATTACHMENTS:**

- Agenda
- Power of Attorney Sample

## **AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR 2023 DATED 06.06.2024**

1. Opening and election of the Chairman of the Meeting,
2. Authorizing the Meeting Presidency to sign the Minutes of the General Assembly Meeting,
3. Reading, discussion and approval of the Board of Directors Activity Report for the Year 2023 prepared by the Company's Board of Directors,
4. Reading the Independent Auditor's Report for the 2023 accounting period,
5. Reading, discussion and approval of the Financial Statements for the 2023 accounting period,
6. Release of the members of the Board of Directors separately from the activities of the Company in 2023,
7. Submitting the Independent Auditing Firm selection made by the Board of Directors to the approval of the General Assembly in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,
8. Negotiation and decision on 2023 year profit,
9. Election of Board Members and determination of their term of office, election of Independent Board Members,
10. Negotiating and approving the remuneration to be given to the members of the Board of Directors,
11. Informing the Shareholders about the donations and aids made by the Company in 2023 in accordance with the Capital Markets Board Regulations, determining the upper limit for the donations to be made in 2024,
12. Informing the Shareholders about the income or benefits obtained by the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2023 in accordance with the regulations of the Capital Markets Board,
13. Allowing the Members of the Board of Directors to make transactions in accordance with Articles 395 and 396 of the Turkish Commercial Code,
14. Informing the Shareholders about the transactions realized in 2023 within the scope of the principle numbered 1.3.6 of the Corporate Governance Communiqué numbered (II-17.1) of the Capital Markets Board,
15. Wishes.

## PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING

I hereby appoint.....as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the General Assembly of Barem Ambalaj San. Ve Tic. A.Ş. that will convene on June 6, 2024 at 10:00, in İbni Melek OSB Mah. Yol 1 Sok. No:15 Tire Organized Industrial Zone Conference Hall Tire/İzmir.

The Attorney's(\*):

Name Surname/ Trade Name:

TR ID Number/Tax ID Number, Trade Registerand Numberand MERSIS (Central Registration System) Number:

(\*). Foreign attorneys should submit the equivalent Information mentioned above.

### SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

#### 1.About the agenda items of General Assembly:

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the attorney partnership management.
- The attorney is authorized to vote in accordance with the following instructions stated in the table.

#### Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the General Assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Chairman of the Meeting,			
2. Authorizing the Meeting Presidency to sign the Minutes of the General Assembly Meeting,			
3. Reading, discussion and approval of the Board of Directors Activity Report for the Year 2023 prepared by the Company's Board of Directors,			
4. Reading the Independent Auditor's Report for the 2023 accounting period,			
5. Reading, discussion and approval of the Financial Statements for the 2023 accounting period,			
6. Release of the members of the Board of Directors separately from the activities of the Company in 2023,			
7. Submitting the Independent Auditing Firm selection made by the Board of Directors to the approval of the General Assembly in accordance with the Turkish Commercial Code and the Capital Markets Board regulations,			
8. Negotiation and decision on 2023 year profit,			
9. Election of Board Members and determination of their term of office, election of Independent Board Members,			
10. Negotiating and approving the remuneration to be given to the members of the Board of Directors,			
11. Informing the Shareholders about the donations and aids made by the Company in 2023 in accordance with the Capital Markets Board Regulations, determining the upper limit for the donations to be made in 2024,			
12. Informing the Shareholders about the income or benefits obtained by the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2023 in accordance with the regulations of the Capital Markets Board,			
13. Allowing the Members of the Board of Directors to make transactions in accordance with Articles 395 and 396 of the Turkish Commercial Code,			

14. Informing the Shareholders about the transactions realized in 2023 within the scope of the principle numbered 1.3.6 of the Corporate Governance Communiqué numbered (II-17.1) of the Capital Markets Board,			
15. Wishes.			

**(\* If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.**

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

**SPECIAL INSTRUCTIONS:** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B. The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as follows:**

- a) Order and Serial(\*)
- b) Number/ Group (\*\*)
- c) Amount-Nominal Value
- d) Share with voting power or not
- e) Bearer-Registered(\*)
- f) Ratio of the total shares/voting rights of the shareholder

\* Such information is not required for the shares which are followed up electronically.

\*\* For the shares which are followed up electronically, information related to the group will be given instead of numbers.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders vvhocould attend the General Assembly Meeting.**

**NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

TR ID Number/Tax ID Number, Trade Registerand Number and MERSIS (Central Registration System) Number:

Address:

(\* Foreign attorneys should submit the equivalent information mentioned above.

**SIGNATURE**