



## Ülker Bisküvi Sanayi Anonim Şirketi

### INDEPENDENT STATEMENTS OF INDEPENDENT MEMBERS OF BOARD OF DIRECTORS

The independent board members of Ülker Bisküvi have been approved as independent members of the Capital Markets Board within the scope of the criteria set out in Article 4.3.7 of the Corporate Governance Principles.

#### Corporate Governance Communiqué Independence Criteria

<https://www.spl.com.tr/docs/other/a8d66bf9-6da4-4b.pdf>

- a) A member of the board of directors who meet the following criteria shall be referred to as an “independent member”:
- a) Not to have a relationship in terms of employment at an administrative level to take upon significant<sup>1</sup> duty and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation<sup>2</sup> between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree,
  - b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods.
  - c) To have professional education, knowledge, and experience in order to duly fulfill the duties assigned for being an independent board member.
  - ç) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation.
  - d) To be residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.
  - e) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interests between the corporation and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders.
  - f) To be able to allocate time for the corporation’s business in order to follow up the activities of the corporation and duly fulfill the allocated duties.
  - g) Not to have conducted membership of board of directors more than a term of six years in the last ten years.

ğ) Same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange.

#### **STATEMENT OF INDEPENDENCE OF MR. AHMET BAL**

I hereby declare to the Board of Directors, General Assembly, shareholders and all stakeholders that I am nominated to serve as an “independent member” on the Board of Directors of Ülker Bisküvi Sanayi Anonim Şirketi (“Company”), as per the criteria stipulated in the Corporate Governance Principles set forth in Capital Markets Board Communiqué on Corporate Governance (II-17.1) enacted upon publication in the Official Gazette no. 28871 on January 3, 2014; and that: a) There is no relation of employment in executive positions to assume material roles and responsibilities for the past 5 years between the Company, Subsidiaries where the Company holds control or significant power over management or Partners that hold significant power in the Company and the legal entities where such Partners hold control over management, and me, my wife, and up to second-degree relatives by kinship and marriage; that no capital or voting rights or privileged shares more than 5% were held collectively or individually or no material trade relations were established; b) In the past five years, I was not a shareholder (5% and above) or an employee in executive positions to assume material duties and responsibilities, particularly including roles in Company audits (tax audit, legal audit and internal audit), ratings, and consultancy, nor did I serve as a board member, in the companies to and from which the Company extensively sold or purchased services or products as per the contracts signed, and during periods where products or services were purchased or sold; c) I have the educational background, knowledge, and experience necessary for me to duly perform the tasks I will assume as an independent Board member; d) I do not work full time in public institutions and organizations; e) I am considered to reside in Turkey pursuant to the Income Tax Law no. 193 dated 31.12.1960; f) I have strong ethical standards, professional reputation, and experience to contribute positively to Company’s operations, to preserve my impartiality in disputes between the Company and shareholders, and to decide with my free will by taking note of the rights of stakeholders g) I am able to devote time to the Company to the extent of monitoring the functioning of the Company’s activities and fully satisfying the requirements of the tasks I have assumed; h) I have not served as a board member of the Company for more than 6 years in the past 10 years; i) I am not an independent member in the Company or in more than 3 companies where the shareholders with management control over the Company hold management control and in more than a total of 5 publicly traded companies; j) I have not been registered and announced on behalf of the legal person elected as the Member of the Board of Directors. I declare to the information of the Board of Directors, the General Assembly, our shareholders, and all stakeholders. Sincerely

#### **STATEMENT OF INDEPENDENCE OF MS. PINAR ILGAZ**

I hereby declare to the Board of Directors, General Assembly, shareholders and all stakeholders that I am nominated to serve as an “independent member” on the Board of Directors of Ülker Bisküvi Sanayi Anonim Şirketi (“Company”), as per the criteria stipulated in the Corporate Governance Principles set forth in Capital Markets Board Communiqué on Corporate Governance (II-17.1) enacted upon publication in the Official Gazette no. 28871 on January 3, 2014; and that: a) There is no relation of employment in executive positions to assume material roles and responsibilities for the past 5 years between the Company, Subsidiaries where the Company holds control or significant power over management or Partners that hold significant power in the Company and the legal entities where such Partners hold control over management, and me, my wife, and up to second-degree relatives by kinship and marriage; that no capital or voting rights or privileged shares more than 5% were held collectively or individually or no material trade relations were established; b) In the past five years, I was not a shareholder (5% and above) or an employee in executive positions to assume material duties and responsibilities, particularly including roles in Company audits (tax audit, legal audit and internal audit), ratings, and consultancy, nor did I serve as a board member, in the companies to and from

which the Company extensively sold or purchased services or products as per the contracts signed, and during periods where products or services were purchased or sold; c) I have the educational background, knowledge, and experience necessary for me to duly perform the tasks I will assume as an independent Board member; d) I do not work full time in public institutions and organizations; e) I am considered to reside in Turkey pursuant to the Income Tax Law no. 193 dated 31.12.1960; f) I have strong ethical standards, professional reputation, and experience to contribute positively to Company's operations, to preserve my impartiality in disputes between the Company and shareholders, and to decide with my free will by taking note of the rights of stakeholders g) I am able to devote time to the Company to the extent of monitoring the functioning of the Company's activities and fully satisfying the requirements of the tasks I have assumed; h) I have not served as a board member of the Company for more than 6 years in the past 10 years; i) I am not an independent member in the Company or in more than 3 companies where the shareholders with management control over the Company hold management control and in more than a total of 5 publicly traded companies; j) I have not been registered and announced on behalf of the legal person elected as the Member of the Board of Directors. I declare to the information of the Board of Directors, the General Assembly, our shareholders, and all stakeholders. Sincerely

#### **STATEMENT OF INDEPENDENCE OF MS. FUSUN KURAN**

I hereby declare to the Board of Directors, General Assembly, shareholders and all stakeholders that I am nominated to serve as an "independent member" on the Board of Directors of Ülker Bisküvi Sanayi Anonim Şirketi ("Company"), as per the criteria stipulated in the Corporate Governance Principles set forth in Capital Markets Board Communiqué on Corporate Governance (II-17.1) enacted upon publication in the Official Gazette no. 28871 on January 3, 2014; and that: a) There is no relation of employment in executive positions to assume material roles and responsibilities for the past 5 years between the Company, Subsidiaries where the Company holds control or significant power over management or Partners that hold significant power in the Company and the legal entities where such Partners hold control over management, and me, my wife, and up to second-degree relatives by kinship and marriage; that no capital or voting rights or privileged shares more than 5% were held collectively or individually or no material trade relations were established; b) In the past five years, I was not a shareholder (5% and above) or an employee in executive positions to assume material duties and responsibilities, particularly including roles in Company audits (tax audit, legal audit and internal audit), ratings, and consultancy, nor did I serve as a board member, in the companies to and from which the Company extensively sold or purchased services or products as per the contracts signed, and during periods where products or services were purchased or sold; c) I have the educational background, knowledge, and experience necessary for me to duly perform the tasks I will assume as an independent Board member; d) I do not work full time in public institutions and organizations; e) I am considered to reside in Turkey pursuant to the Income Tax Law no. 193 dated 31.12.1960; f) I have strong ethical standards, professional reputation, and experience to contribute positively to Company's operations, to preserve my impartiality in disputes between the Company and shareholders, and to decide with my free will by taking note of the rights of stakeholders g) I am able to devote time to the Company to the extent of monitoring the functioning of the Company's activities and fully satisfying the requirements of the tasks I have assumed; h) I have not served as a board member of the Company for more than 6 years in the past 10 years; i) I am not an independent member in the Company or in more than 3 companies where the shareholders with management control over the Company hold management control and in more than a total of 5 publicly traded companies; j) I have not been registered and announced on behalf of the legal person elected as the Member of the Board of Directors. I declare to the information of the Board of Directors, the General Assembly, our shareholders, and all stakeholders. Sincerely