

**EİS ECZACIBAŞI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR  
SANAYİ VE TİCARET A.Ş.  
INFORMATION DOCUMENT ON  
2022 ORDINARY GENERAL ASSEMBLY**

The Ordinary General Assembly Meeting of our Company for the year 2022 will be held on Tuesday, **11 April 2023** at **09:00** a.m. at Wyndham Grand Istanbul Levent Hotel Leonardo Hall at the address Esentepe, Büyükdere Cd. No 177-183, 34394 Şişli/Istanbul, to discuss the agenda set forth below.

The shareholders of our Company will be able to attend the Ordinary General Assembly Meeting in person or through their representatives in person or via online media. Online participation in the meeting; will be realized through Electronic General Assembly System ("e-GKS") provided by Merkezi Kayıt Kuruluşu A.Ş. ("Central Securities Depository-CSD") will be held. Shareholders who will make transactions in e-GKS must first register with the CSD's Investor Information Center and also have a secure electronic signature or mobile signature.

Shareholders or their representatives who wish to participate online in the meeting, are required to fulfill their obligations in accordance with the provisions of the "Regulation on Electronic General Assemblies in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 and of the "Communiqué on Electronic General Assembly System to be Implemented in General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

For the General Assembly Meeting to be held physically;

- Real-person shareholders can participate by presenting their identities,
- Legal-person shareholders can participate by presenting their authorization documents along with the identity of the persons authorized to represent and bind the legal person,
- Representatives of real and legal persons can participate by presenting their identities and representation documents,
- Representatives authorized through the Electronic General Assembly System can participate by presenting their identities

and by signing the list of attendants.

The shareholders who will participate in the meeting by proxy are required to submit a notarized power of attorney, in accordance with the example below, by complying with the provisions stipulated in the Communiqué on Proxy Voting and Proxy Solicitation No. II-30.1 of the Capital Markets Board. The sample of the aforementioned power of attorney is available at our Company's headquarters and also in the investor relations section of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) websites. It is not necessary for the power of attorney document submitted over e-GKS to submit an additional physical power of attorney and the proxy appointed via e-GKS can participate in the General Assembly Meeting both in person and via e-GKS. The proxy who will participate in the meeting by proxy or physically, whether appointed with a notarized power of attorney or via e-GKS, is required to show the identity in the meeting. Power of attorney that does not comply with the sample of the power of attorney attached to the General Assembly Call Text, which is required within the framework of the above Communiqué of the Capital Markets Board, will not be accepted in the general assembly.

The right to participate and vote in the General Assembly cannot be made conditional on the storage of common stock pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Markets Law No. 6362. In this

context, if our shareholders want to participate in the General Assembly Meeting, they do not need to freeze their shares.

Our shareholders or their representatives who will participate online via e-GCS in the general assembly can obtain information from the Central Securities Depository-CSD (<https://eqk.mkk.com.tr>) website about the procedures and principles regarding participation, the appointment of representatives, making suggestions, expressing opinions, and voting.

In the voting of the agenda items in the General Assembly Meeting, the open voting method by raising hands shall be used, without prejudice to the provisions on voting in an electronic environment.

The Financial Statements of our Company for 2022, the Independent Audit Report, the Corporate Governance Compliance Report, the Board of Directors' Annual Activity Report containing the Sustainability Compliance Framework Statement, the Sustainability Report containing statements made in accordance with the Sustainability Report format set forth under the decision of CMB dated 23.06.2022 and numbered 34/977 and the profit distribution proposal of the Board of Directors, and the General Assembly Information Document containing the following agenda items and necessary explanations for compliance with the Capital Markets Board regulations, will be available for the review of the shareholders three weeks before the meeting, within the legal period, at the Company Headquarters, in the investor relations section of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) websites and in the e-GKS.

In accordance with the Personal Data Protection Law no. 6698, you can access detailed information about the processing of your personal data from the EİS Eczacıbaşı İlaç, Sinai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. General Assembly Privacy Notice in the investor relations section on [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) .

Kindly submitted to the information of the esteemed shareholders.

Yours sincerely,

## **BOARD OF DIRECTORS**

EİS Eczacıbaşı İlaç, Sinai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş.

Trade Registry and Number: Istanbul Trade Registry Directorate - 44943

Mersis (Central Registration System) No: 0326001968500011

## **OUR ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS**

Among the additional disclosures required to be made in accordance with the Communiqué on Corporate Governance" No. II-17.1 of the Capital Markets Board ("CMB"), the ones related to the relevant agenda item are below in the relevant agenda, and other mandatory general disclosures are presented to your information in this section:

### **1. Shareholding structure and voting rights**

All shares representing the capital of our company are written to the bearer. In the General Assembly meetings, each share with a nominal value of 0,01 TRY has the right to one vote. There are no privileged shares in the Company's capital.

As of the date of the announcement of this Information Document, the total number of shares and voting rights information reflecting the shareholding structure of our Company are presented below:

<b>Shareholders</b>	<b>Share Amount (TRY)</b>	<b>Shareholding Ratio (%)</b>	<b>Number of Shares and Voting Right</b>	<b>Number of Shares and Voting Rights Ratio (%)</b>
Eczacıbaşı Holding A.Ş.	346,845,460.43	50.62	34,684,546,043	50.62
Eczacıbaşı Yatırım Holding Ortaklığı A.Ş.	209,803,928.39	30.62	20,980,392,839	30.62
Publicly-held	128,610,611.18	18.76	12,861,061,118	18.76
<b>Total</b>	<b>685,260,000.00</b>	<b>100.00</b>	<b>68,526,000,000</b>	<b>100.00</b>

### **2. Information about management and operating changes that will significantly affect the activities of our company or subsidiaries:**

With the acquisition of shares representing 99,96% of the capital of Gensenta İlaç Sanayi ve Ticaret A.Ş. ("Gensenta") from Amgen İlaç Ticaret Limited Şirketi for consideration in Turkish Lira, corresponding to USD 135,000,000, on 2 November 2022, Gensenta has become one of our subsidiaries. Within the framework of the model created with the strategic efforts carried out to create a model for the integration of Gensenta's production and R&D competence within our healthcare group by using it in the most efficient way that will increase synergy; the reorganisation efforts carried out within Gensenta and EİP Eczacıbaşı İlaç Pazarlama A.Ş. ("EİP"), our other subsidiary, was completed as of 6 January 2023. In this context, with the "Joint Marketing Agreement" and other related agreements signed between Gensenta and EİP; EİP has been designated as the authorised company responsible for the domestic distribution, promotion, marketing and sales of 88 (finished) products for which Gensenta holds licenses.

Material events disclosures made with regard to the activities of our company can be accessed at [www.kap.org.tr](http://www.kap.org.tr).

### **3. Information about the requests of shareholders to add an item to the agenda:**

There is no written request submitted by the shareholders of the partnership to the Investor Relations Department of our Company regarding the addition of any item to the agenda of the ordinary general assembly meeting.

**OUR EXPLANATIONS ON THE AGENDA ITEMS  
OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE  
YEAR 2022  
DATED 11 APRIL 2023**

**1. The opening and election of the Meeting Chairmanship, authorization of the Meeting Chairmanship for signing the meeting minutes,**

In accordance with the provisions of the Turkish Commercial Code No. 6102 ("TCC") and the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry to be Present in These Meetings ("Regulation") and the provisions of Article 7 of our Company's Internal Directive on the General Assembly, the election of the Chairman of the Meeting who will manage the General Assembly Meeting will be held.

In accordance with the provisions of the TCC and the Regulation, the General Assembly will vote to authorize the Chairman of the Meeting to record the decisions taken in the General Assembly in the minutes.

**2. Reading, negotiating and submitting the Annual Report for the Year 2022 prepared by the Company's Board of Directors for the approval of the General Assembly**

Within the framework of the TCC, the Regulation and the Capital Markets Law and the relevant legislation, information will be provided on the profit distribution proposal of the Board of Directors, the Corporate Governance Compliance Report, the Sustainability Compliance Framework Statement, 2022 Annual Activity Report including the Sustainability Report containing statements made in accordance with the Sustainability Report format set forth under the decision of CMB dated 23.06.2022 and numbered 34/977 to our shareholders for their opinions and approval, three weeks prior to the General Assembly meeting, at the Company Headquarters, in the investor relations section of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) websites and in the e-GKS.

**3. Reading the Independent Audit Report Summary for the accounting period of 2022, informing the General Assembly regarding the audit activity and its results**

In accordance with the TCC, the Regulation, and the regulations related to the Capital Markets Law, for three weeks prior to the General Assembly meeting, information will be given to our shareholders regarding the Independent Audit Report prepared in accordance with the TCC and Capital Markets Board regulations which has been submitted for the review of our shareholders at the Company's Headquarters and at the Investor Relations section of internet addresses [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) in the investor relations section of internet addresses, Public Disclosure Platform and e-GKS.

**4. Reading, negotiating, and submitting the Financial Statements for the accounting period of 2022 for approval of the General Assembly**

In accordance with the TCC, the Regulation, and the regulations related to the Capital Markets Law, for three weeks prior to the General Assembly meeting, information will

be given regarding our financial statements and legal financial statements at the Company's Headquarters and at the Investor Relations section of internet addresses of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) the Investor Relations section of the internet addresses, Public Disclosure Platform and e-GKS (electronic-General Assembly System) and they will be submitted for our shareholders' opinion and approval.

**5. Releasing the Board Members individually with regard to their activities in 2022;**

In accordance with the provisions of the Turkish Commercial Code and the Regulation, the release of our Board members individually for their activities and transactions for the year 2022 will be submitted for the approval of the General Assembly.

**6. Discussing the proposal of the Board of Directors drafted in accordance with the Company's Profit Distribution Policy and reaching a final decision thereon**

Taking into consideration our Dividend Distribution Policy, the Company's current profitability and cash position, equity ratio, net working capital requirement, long-term strategies, investment and financing plans, cash flows, market conditions and expectations, the proposal to distribute cash dividends amounting to TRY 280,956,600 will be submitted to the shareholders for approval. The profit distribution table is given in **ANNEX-1**.

**7. Informing shareholders regarding the "Remuneration Policy" determined for the Board Members and Senior Executives in accordance with the Corporate Governance Principles;**

In accordance with principal No 4.6.2 of the "Communiqué on Corporate Governance" No II-17.1 of the CMB, remuneration principles for the Board Members and senior executives of our Company have been documented in written form as "Remuneration Policy" and will be presented to the information of shareholders in the General Assembly Meeting as a separate clause and there will be the opportunity to give their opinion on this issue. "The "Remuneration Policy" prepared for this purpose is presented in **ANNEX-2**. The information about the benefits provided to the Board Members is given in footnote No. 10 of our financial statements for the 2022 operating year.

**8. Election of new Board Members and Independent Board Members, determination of their terms of office and their remunerations;**

In accordance with the TCC, the Regulation, and CMB regulations and within the framework of the principles on the election of Board Members stated in our Articles of Association, their term of office will be determined and new members will be elected instead of the Board Members whose term of office is expired. In addition, independent member selection will be carried out in order to comply with the Communiqué on Corporate Governance No II-17.1 of the CMB.

According to article 9 of our Articles of Association, our Company is managed by a Board of Directors consisting of a minimum of 5 and a maximum of 9 members who will be elected by the General Assembly in accordance with the provisions of the TCC.

One-third of the elected Board Members shall meet the independence criteria defined in the Corporate Governance Principles of the CMB. Two (2) members of the Board of Directors proposed as six (6) persons are required to meet the independence criteria defined in the Corporate Governance Principles.

The Corporate Governance Committee, which assessed the candidates submitted to it, examined the nominations of Hasan Toker Alban and Zühal Atanan for independent board membership; and assessed the conformity of the candidates to the criteria of independence, the duties previously carried out by the candidates, their experience in senior company management, board membership, their ability to allocate sufficient time for the Company's affairs and the contributions that the candidates can provide to the activities of our company. As a result of the assessment made for these purposes; upon the proposal submitted by the Corporate Governance Committee and as a result of the assessment made by our Board of Directors, Hasan Toker Alban and Zühal Atanan were determined as the Independent Board Member candidates to be proposed to the General Assembly.

Our Company has been informed that the CMB has decided not to express any dissenting opinion about Hasan Toker Alban and Zühal Atanan, who were nominated as Independent Board Member candidates, in its letter dated 6 February 2023.

Our nominees for the Board of Directors to be submitted to the approval of the shareholders in the General Assembly are: Ferit Bülent Eczacıbaşı, Rahmi Faruk Eczacıbaşı, Atalay Muharrem Gümrah, Seyfettin Sarıçam, Hasan Toker Alban (Independent Member) and Zühal Atanan (Independent Member).

In accordance with the provisions of the TCC and the Regulation and the principles stated in our articles of association, the honorarium (remuneration) to be granted to board members in the operating year of 2023 will be determined by our shareholders.

The information regarding the resume of the board member candidates and the independence statements of the candidates for the Independent Board Member candidates is presented in **ANNEX-3** and the candidates in question will be elected by the General Assembly to serve for one year. It is possible that the member whose term of office has expired may be re-elected.

**9. In accordance with article 399 of the Turkish Commercial Code and the Capital Markets Board regulations, the selection of the Independent Audit Company for 2023 proposed by the Board of Directors**

In accordance with the Turkish Commercial Code and the Capital Markets Board regulations, in our Board of Directors' meeting on 9 March 2023, by taking the opinion of the Audit Committee, it has been decided to propose PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit financial reports in the Company's accounting period of 2023 and to conduct other activities within the scope of relevant regulations of these laws, and this proposal will be submitted for approval of the General Assembly.

**10. Informing the shareholders about the donations and grants made during the year and setting an upper limit for donations to be made in 2023**

In accordance with Article 6 of "Communiqué on Profit" No. II-19.1 of the Capital Markets Board; the maximum limit for the donation to be made is determined by the general assembly in case there is no provision in the articles of association, and donations and payments made during the year must be submitted to the information of the shareholders in the ordinary general assembly.

In accordance with the Corporate Governance Policy No. 1.3.10 presented in the annex of the Communiqué on Corporate Governance No. II.17.1 of the Capital Markets Board; in line with the policy approved by the General Assembly, information is provided to the shareholders regarding the amount and beneficiaries of all donations within the period and about the policy changes in the General Assembly meeting with a separately dedicated agenda item. In 2022, our Company donated TRY 35,900 in total, TRY 35,400 to Kağıthane Ayazağa Vadisi Kentsel Geliştirme Derneği and TRY 500 to Türk Eğitim Vakfı. In addition, the maximum limit of donations to be made in 2022 will be determined by the general assembly.

**11. Informing shareholders regarding the income and benefits obtained through guarantees, pledges, mortgages, and sureties issued in favour of third parties in 2022 in accordance with the Capital Market Corporate Governance Communiqué;**

As per Paragraph 4 of Article 12 of Communiqué on Corporate Governance No. II-17.1 of the Capital Markets Board, the income and benefits obtained through guarantees, pledges, mortgages, and sureties issued by our Company and/or its subsidiaries in favour of third parties shall be included as a separate agenda item in the ordinary general assembly meeting and information has been given in footnote 21 of our Consolidated Financial Tables dated 31 December 2022.

**12. Informing the shareholders regarding the transactions within the scope of the Corporate Governance Principle numbered 1.3.6 annexed to the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board,**

Pursuant to principle No. 1.3.6 of the "Communiqué on Corporate Governance" No. II-17.1 of the CMB, the shareholders holding the management control, the members of the Board of Directors, the managers with administrative responsibility and their spouses and relatives by blood and marriage up to the second degree, or its subsidiaries that may cause a conflict of interest and/or the partnership or its subsidiaries carry out a commercial business type transaction that falls within the scope of the business on its own or someone else's account, or enters another partnership dealing with the same type of commercial business as an unlimited partner; the said transactions are included in the agenda of the general assembly as a separate agenda item and recorded in the general assembly minutes in order to provide detailed information on the subject in the general assembly.

In order to fulfil the requirements of this regulation, it will be informed that there were no transactions of this nature in 2022.

**13. Submitting for approval the authorisation of the members of the Board of Directors to carry out business and transactions within the framework of articles 395 and 396 of the Turkish Commercial Code,**

The Board members can carry out transactions within the framework of paragraph 1 of article 395 of the TCC titled "Prohibition on Transactions with the Company, Borrowing to the Company" and article 396 titled "Non-Competition" only with the approval of the General Assembly. Pursuant to this regulation, the authorisation of the members of the Board of Directors to carry out business and transactions within the framework of articles 395 and 396 of the Turkish Commercial Code will be submitted to the approval of the General Assembly.

#### **14. Wishes**

**ANNEXES:**

**ANNEX-1:** Proposal on Profit Distribution

**ANNEX-2:** Remuneration Policy for the Board of Directors and Senior Managers

**ANNEX-3:** Resumes of Board Member Candidates and Independence Statements  
of Independent Member Candidates

## **ANNEX-1 PROPOSAL ON PROFIT DISTRIBUTION**

At the meeting of our Board of Directors dated 10 March 2023;

It has been determined that the distributable net profit is 4,177,760,000 TRY according to the consolidated financial statements of our company for the accounting period of 01.01.2022-31.12.2022, independently audited and prepared on the basis of Turkish Financial Reporting Standards (TFRS) in accordance with the "Communiqué on Principles of Financial Reporting in Capital Markets" (II - 14.1) of the Capital Markets Board ("CMB") and it has been determined that the distributable net profit is 513,385,238.36 TRY according to the statutory financial statements prepared in accordance with the provisions of the Tax Procedure Code ("TPC").

Regarding the profit distribution for 2022; it has been decided to submit the proposal on profit distribution as stated below to our shareholders at the 2022 Ordinary General Assembly Meeting for its approval as complying with the regulations of the CMB regarding the profit distribution, Article 26 of our Articles of Association and making our evaluations within the framework of the principles set forth in our Profit Distribution Policy, based on the net period profit calculated according to our consolidated financial statements for the profit distribution.

In this context, it has been decided to present a proposal to our shareholders at the Ordinary General Assembly Meeting to be held for 2022;

- 1)** Not to allocate general statutory reserves, considering that 5% of the general statutory reserves required to be allocated pursuant to Article 519 of the Turkish Commercial Code and the current general statutory reserves in our statutory records reached the limit of 20% of our issued capital,
- 2)** To distribute cash profit in the amount of 280,956,600 TRY corresponding to 41% of our company's issued capital,
- 3)** To pay a net dividend to a share with a nominal value of 1 TRY, 41% gross in cash, to our full taxpayer real person shareholders and our limited taxpayer real and legal person shareholders after deducting the withholding tax rates regulated in the tax laws,
- 4)** To transfer the remaining 650,508,399.28 TRY amount to the Excess Reserve after deducting the legal obligations and dividend foreseen to be distributed from the earnings before tax of 207,759,278.36 TRY, which is accrued according to the statutory records prepared in accordance with the provisions of the TPC,
- 5)** To start distribution on 25 April 2023.

EİS ECZACIBAŞI İLAC, SINAI VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş. DIVIDEND DISTRIBUTION TABLE FOR 2022 (TL)			
<b>1.</b>	<b>Paid-in/Issued Capital</b>		685,260,000
<b>2.</b>	<b>Total Legal Reserves (According to Legal Records)</b>		137,052,000
<b>Information on privileges in dividend distribution, if any, in the Articles of Association:</b>			There are no preferred shares.
		<b>Based on CMB Regulations</b>	<b>Based on Legal Records(*)</b>
<b>3.</b>	<b>Current Period Profit</b>	4,578,245,000	650,508,399
<b>4.</b>	<b>Taxes Payable (-)</b>	(400,485,000)	(100,109,814)
<b>5.</b>	<b>Net Current Period Profit (=)</b>	4,177,760,000	550,398,585
<b>6.</b>	<b>Losses in Previous Years (-)</b>	0	0
<b>7.</b>	<b>Primary Legal Reserve (-)</b>	0	0
<b>8.</b>	<b>NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)</b>	4,177,760,000	513,385,238
<b>9.</b>	<b>Donations Made During The Year (+)</b>	35,900	0
<b>10.</b>	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated</b>	4,177,795,900	513,385,238
<b>11.</b>	<b>First Dividend to Shareholders</b>		
	<b>- Cash</b>	280,956,600	280,956,600
	<b>- Stock</b>	0	0
	<b>- Total</b>	280,956,600	280,956,600
<b>12.</b>	<b>Dividend Distributed to Owners of Privileged Shares</b>	0	0
<b>13.</b>	<b>Other Dividend Distributed</b>		
	<b>- To the Members of the Board of Directors</b>	0	0
	<b>- To the Employees</b>	0	0
	<b>- To Non-shareholders</b>	0	0
<b>14.</b>	<b>Dividend to Owners of Redeemed Shares</b>	0	0
<b>15.</b>	<b>Second Dividend to Shareholders</b>	0	0
<b>16.</b>	<b>Secondary Legal Reserves</b>	24,669,360	24,669,360
<b>17.</b>	<b>Statutory Reserves</b>	0	0
<b>18.</b>	<b>Special Reserves</b>	0	0
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	3,872,134,040	207,759,278
<b>20.</b>	<b>Other Distributable Resources</b>	0	0

#### INFORMATION ON DIVIDEND PER SHARE

SHARE GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
	CASH (TL)	STOCK (TL)		RATIO (%)	NET (%)
NET	-	252,860,940	0	6	0.36900
					36.900

The net values of dividends per gross share have been calculated with the assumption that the dividends are distributed to the full taxpayer real person shareholders and there is no earning that is subject to any exemption in the distribution, thus accepting the withholding rate at 10% in accordance with the Presidential Decision dated 22/12/2021 and numbered 2021/4936.

(\*) Based on our Board of Directors' decision dated November 3, 2022, in order to benefit from the exception specified in subparagraph (e) of paragraph (1) of Article 5 of the Corporation Tax Law No. 5520, it has been decided to allocate 37,013,346 TRY corresponding to 75% of the profit resulting from the sale of our 13% shares in Eczacıbaşı Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş., into a special fund account. This amount has been included in the Legal Period Profit in the column "According to Statutory Records" in the statement and has not been taken into account in the subsequent calculations made according to the statutory records (TPC) since the relevant exemption income amount has been withdrawn to the fund account.

(\*\*) The net period profit of the partnership is  $(4,578,561,000 - 400,485,000) = 4,178,076,000$  TRY and since 316,000 TRY of this amount belongs to non-controlling shares, in this field, the net period profit of the parent company amounting to  $(4,178,076,000 - 316,000) = 4,177,760,000$  TRY is taken as the basis.

(\*\*\*) After our dividend distribution table prepared in accordance with the dividend distribution proposal of our Board of Directors has been disclosed on PDP on 10.03.2023, the Law on the Restructuring of Certain Receivables and Amendments to Certain Laws No. 7440 entered into force after being published in the Official Gazette dated 12 March 2023 and numbered 32130. Additional taxes to be paid pursuant to paragraph 27 of Article 10 of the aforementioned Law will not change the dividend proposed to be distributed amounting to TRY 280,956,600.

## **ANNEX-2 REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND SENIOR MANAGERS**

This policy document defines the remuneration system and practices towards our board members and senior managers with administrative responsibility within the framework of the relevant regulations of the Capital Markets Board.

The fundamentals of remuneration management in Eczacıbaşı Group are based on the determination of wages by taking into account the education levels, competencies, performances of the employees and market values. In this context, the Human Resources Group Directorate of the Eczacıbaşı Group, which includes our company, conducts a market wage survey every year, and by taking into account the non-Group organisations, the remuneration structure of each organisation is compared and the senior management of the organisations are informed. Since all information regarding remuneration is personal, confidentiality is essential in this regard and our employees are requested to pay attention to this issue.

Payment plans based on the company's performance cannot be used in the remuneration of independent board members. Independent Members of the Board of Directors are paid fees determined in accordance with the resolutions of the General Assembly.

Executive members and the Chairman and Vice Chairman of the Board of Directors are paid within the scope of the policy determined for senior managers detailed below.

A fee may be paid in return for the services rendered by the members of the board of directors, provided that they are also employees at the same time, which is appropriate for their performances and positions, payments are made on a pro rata temporis basis, taking into consideration the dates of their assignment and leave, the expenses incurred by the members of the board of directors due to their contributions to the company (expenses such as travel, phone, insurance etc.) may be covered by the company.

The remuneration of senior managers consists of two separate parts: fixed and performance-based remuneration.

Our remuneration policy; remuneration and fringe benefits management are organised and implemented by taking into account criteria that are appreciating, rewarding and motivating fair, objective, competitive, and high performance.

In our remuneration policy, remuneration is based on the concepts of job size, performance, contribution to the job, knowledge/skills and competences, and it is sought to ensure intra-company and inter-company wage balance, competitiveness in the market, motivating employees and increasing their dedication and recruiting the labour force with appropriate competencies that will enable our company to achieve its targets.

The Job Family Model, which we implement within our company, is based on an objective system and fixed wages are determined by defining the roles in the organisation, basic responsibilities, knowledge/skills/experience and competencies and performance indicators.

Furthermore, with the performance-based wage (variable wage) management implemented in our company; it is sought to encourage our employees to display superior performance by rewarding success with annual and long-term incentive bonuses and to establish a fully target-oriented performance culture in our company, in order to support the realisation of our

company's goals for creating a long-term sustainable value along with its financial success and achievement of business results above these goals.

In order to support remuneration management with additional benefits, "fringe benefits" are considered an important part of total award management, and the fringe benefits we provide as a company are in line with market conditions as well as being competitive and fair.

## **ANNEX-3 RESUMES OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS and STATEMENT OF INDEPENDENCE OF INDEPENDENT CANDIDATE MEMBERS**

### **F. Bülent Eczacıbaşı**

Eczacıbaşı Holding Chairperson Bülent Eczacıbaşı began his professional career in 1974, and held various positions in Eczacıbaşı Group companies. He also served in the management of a number of prominent business associations, including TÜSİAD, the Turkish Industry and Business Association, where he was Chairman of the Board (1991- 1993) and Chairman of the High Advisory Council (1997-2001); and the Turkish Pharmaceuticals Manufacturers' Association (İEİS), where he was Chairman of the Board (2000-2008). He serves as chairperson of several Eczacıbaşı Group companies. Bülent Eczacıbaşı continues to serve both TÜSİAD and İEİS as Honorary Chairman. He is also an Honorary Member of both the Foreign Economic Relations Board (DEİK) and Turkish Enterprise and Business Confederation (TÜRKONFED), and a member of the High Advisory Council of the Aegean Industry and Business Association (ESİAD).

Bülent Eczacıbaşı is also on the boards of various civic organizations. He is Chairman of the Board of Trustees of the Istanbul Modern Art Foundation, Chairman of the Board of Directors of the Istanbul Foundation for Culture and Arts (İKSV), and a member of the High Advisory Board of the Turkish Economic and Social Studies Foundation (TESEV), which he previously served as the Founding Chairman (1993-1997).

Bülent Eczacıbaşı graduated from the Department of Chemistry of the Imperial College of Science and Technology, London, and obtained his master's degree in chemical engineering from the Massachusetts Institute of Technology. He has received French and Italian awards of merit, respectively the "Chevalier dans l'Ordre National de la Légion d'Honneur" and "Commendatore dell'Ordine della Stella d'Italia".

### **R. Faruk Eczacıbaşı**

Faruk Eczacıbaşı began working in the Eczacıbaşı Group in 1980 after completing his graduate work at Berlin Technical University, and for many years managed the Group's e-transformation process.

Faruk Eczacıbaşı is President of the Turkish Informatics Foundation (TBV) which he co-founded in 1995. In this role, he contributes to the preparation of numerous studies on related issues as well as the shaping of public policy.

In 1996, Faruk Eczacıbaşı assumed his current position as Vice-Chairperson of the Eczacıbaşı Group. He serves as Chairperson or vice-chairperson of several Eczacıbaşı Group companies. In 1999, he also became President of the Eczacıbaşı Sports Club.

### **Atalay M. Gümrah**

Atalay Gümrah graduated from Galatasaray Lycée and Boğaziçi University's Industrial Engineering Department. He received a master's degree in Industrial Engineering from the same university.

Gümrah initiated his career in 1992 at Ekom Eczacıbaşı Foreign Trade as Regional Manager. In 1994, he was appointed Commercial Manager of VitrA UK, and in 1997, General Manager of the Group's newly established marketing and sales company in Russia, EBM Jsc., where he was given the responsibility of developing its business. In 1999, Gümrah joined Intema Building Materials Marketing and Sales, where he served respectively as Projects and Operation Manager, Sales Operation Manager, Assistant General Manager, and General Manager, a position he held between 2006 and 2011. In January 2011, he was appointed Vice President of the Eczacıbaşı Building Products Division (Bathrooms) and General Manager of Eczacıbaşı Building Products, and in October 2013, he was given the additional role of Executive Vice President of the Eczacıbaşı Building Products Division. A member of the Board of several Building Products Division companies, Gümrah was appointed CEO of the Eczacıbaşı Group effective as of 1 February 2017.

In addition to serving on the boards of several Eczacıbaşı Group companies, Gümrah is Chairman of the Clay, Ceramic, Cement and Glass Industry Employers' Association of Turkey and, since January 1 2022, Chairman representing Türkiye on the Türkiye-Germany Business Council of the Foreign Economic Relations Board (DEİK).

### **Seyfettin Sarıçam**

Seyfettin Sarıçam completed his BS in Industrial Engineering at Bosphorus University in 1995 and his MBA at New York University's Stern School of Business in 1999.

Sarıçam started his career in the audit department of PwC's Istanbul office in 1995, then moved into investment banking and advisory services. He has worked for JPMorgan Chase in New York and London offices as an Investment Banking Associate (1999-2001), the Istanbul-based corporate finance and advisory boutique Antika Partners as Vice President (2002-2006), and Merrill Lynch's Turkish Investment Banking department as Vice President (2006-2008) and Director (2008-2010). In 2010, Sarıçam joined Deutsche Bank's Turkish Investment Banking department, where he became Head of Turkish Corporate Advisory in 2014. During this period, Sarıçam completed several M&As, divestitures, equity and bond offerings, and financing transactions for corporates, private equity houses, and sovereign wealth funds in Turkey and abroad.

Sarıçam joined the Eczacıbaşı Group in July 2016 as Deputy Head of Strategic Planning and Finance at Eczacıbaşı Holding and became Head of Strategic Planning and Finance in October 2016. In January 2019, he was appointed to his current post of Chief Financial Officer. He serves as vice-chairperson or member of several Eczacıbaşı Group companies.

### **H. Toker Alban**

Born in Istanbul in 1946, Toker Alban completed his secondary education at Ankara College and his undergraduate degree in the Department of Finance and Economics of Ankara University's Faculty of Political Sciences. Subsequently, he completed a postgraduate degree in economics at Oxford University.

Alban worked as an Economist and Project Specialist in the State Investment Bank from 1969 to 1976 and as Education Manager, Assistant General Manager and Board Member of DESİYAB from 1976 to 1980; he was also a member of the Board of Directors of Taksan and Testaş. In 1980, he joined the Eczacıbaşı Group as Planning and Budget Control Manager at Eczacıbaşı Seramik Sanayi ve Ticaret A.Ş. Later, he moved to Eczacıbaşı Holding where he served

respectively as Assistant Coordinator of the Building Products Division, Assistant General Manager, Planning and Finance Coordinator, and Head of the Strategic Planning and Finance Department. Alban retired in January 2009.

Toker Alban is an independent member of the Company's and İntema Building Materials Marketing and Sales' board of directors since April 2018.

### **Zühal Atanan**

Born in Çanakkale in 1954, Zühal Atanan completed her secondary education at Robert Academy, her undergraduate degree in Boğaziçi University's Faculty of Administrative Sciences and continued her studies at the University of California, Berkeley, where she obtained an MBA.

Atanan started her business life as a planning specialist at Eczacıbaşı Holding A.Ş. Over the next 30 years, she held numerous strategic planning positions at Eczacıbaşı Holding while also serving on the board of directors of various Eczacıbaşı Group companies. Atanan retired from her final post as Strategic Planning and Business Development Director in July 2009.

Zühal Atanan is an independent member of the Company's and İntema Building Materials Marketing and Sales' board of directors since April 2018.

## **STATEMENT OF INDEPENDENCE**

I hereby declare that within framework of the legislation, the articles of association, and the criteria specified in the Corporate Governance Communiqué of the Capital Markets Board, I am a candidate for taking the office as an "independent member" in EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. (Company), and within this scope;

- That there has been no employment relation at manager level to undertake significant roles and responsibilities, that more than 5% of capital or voting rights or privileged shares has not been collectively or individually acquired or that no material commercial relationship has been established during the last five years between the Company, partnerships in which the Company has management control or material effect, partners having management control on the Company or having material effect on the Company, legal persons in which such partners have management control, and me, my spouse and my second degree relatives by blood and marriage,
- That during the last five years, I have not taken office as a partner (5% and above), employee in capacity of manager to undertake significant roles and responsibilities or member of the board of directors in the companies from/to which the Company has considerably purchased/sold service or product, within framework of the agreements concluded including notably the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, for the period during which such service or product purchase or sales transactions have been performed,
- That I have the professional education, knowledge, and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors,
- That I will not work as a full-time employee in public institutes and institutions, except for being a faculty member at a university and provided that it is consistent with the legislation, after being elected as a member,
- That I am considered a resident of Turkey pursuant to the Income Tax Law,
- That I possess strong ethic standards, professional reputation, and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of interest between the company and its shareholders, and to decide independently taking into account the interests of the stakeholders,
- That I will spare time for works of the Company to such extent that I can track functioning of the Company's activities and completely fulfill the requirements of the duties I assume,
- That I have not served as a board member at the Company's board of directors for more than six years in the last ten years,
- That I do not take office as independent member of the board of directors in the Company and in more than three of the companies controlled by the partners having management control on the Company and, in total, in more than five of the companies being traded in the stock market,
- And that I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

**Hasan Toker ALBAN (\*)**

(\*) Signatures on the text have blackened as per the Legislation on Protection of Personal Data.

## **STATEMENT OF INDEPENDENCE**

I hereby declare that within framework of the legislation, the articles of association, and the criteria specified in the Corporate Governance Communiqué of the Capital Markets Board, I am a candidate for taking the office as an "independent member" in EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. (Company), and within this scope;

- That there has been no employment relation at manager level to undertake significant roles and responsibilities, that more than 5% of capital or voting rights or privileged shares has not been collectively or individually acquired or that no material commercial relationship has been established during the last five years between the Company, partnerships in which the Company has management control or material effect, partners having management control on the Company or having material effect on the Company, legal persons in which such partners have management control, and me, my spouse and my second degree relatives by blood and marriage,
- That during the last five years, I have not taken office as a partner (5% and above), employee in capacity of manager to undertake significant roles and responsibilities or member of the board of directors in the companies from/to which the Company has considerably purchased/sold service or product, within framework of the agreements concluded including notably the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, for the period during which such service or product purchase or sales transactions have been performed,
- That I have the professional education, knowledge, and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors,
- That I will not work as a full-time employee in public institutes and institutions, except for being a faculty member at a university and provided that it is consistent with the legislation, after being elected as a member,
- That I am considered a resident of Turkey pursuant to the Income Tax Law,
- That I possess strong ethic standards, professional reputation, and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of interest between the company and its shareholders, and to decide independently taking into account the interests of the stakeholders,
- That I will spare time for works of the Company to such extent that I can track functioning of the Company's activities and completely fulfill the requirements of the duties I assume,
- That I have not served as a board member at the Company's board of directors for more than six years in the last ten years,
- That I do not take office as independent member of the board of directors in the Company and in more than three of the companies controlled by the partners having management control on the Company and, in total, in more than five of the companies being traded in the stock market,
- And that I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

**Zühal ATANAN (\*)**

(\*) Signatures on the text have blackened as per the Legislation on Protection of Personal Data.