

## **ADEL KALEMCİLİK TİCARET VE SANAYİ A.Ş**

### **ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT**

Our Company's 2023 Shareholders General Assembly Meeting will be held to discuss and decide on the agenda items specified below on April 16, 2024, Tuesday at 09.30 am at the address of "Fatih Sultan Mehmet Mahallesi, Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul".

Meeting agenda along with General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices, at the address of Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul, our website at [www.adel.com.tr](http://www.adel.com.tr), at Public Disclosure Platform, Electronic General Assembly System and E-Company Platform, 21 days prior to the meeting.

Shareholders may attend the General Assembly Meeting in person or electronically, by themselves or by proxy. Since having a secure e-signature is a prerequisite for electronic attendance to the General Meeting, the shareholders or their representatives who will attend the meeting electronically through the Electronic General Assembly System ("EGKS") should have a secure e-signature and also be registered with the "e-Yatırımcı: Yatırımcı Bilgi Merkezi" of Merkezi Kayıt İstanbul A.S. The shareholders or their representatives who do not have secure e-signature or are not registered with the "e-Yatırımcı: Yatırımcı Bilgi Merkezi", will not be able to attend the meeting electronically through EGKS.

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The shareholders attending the General Meeting in person, are requested to present their ID cards or Passports at the venue.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (APPENDIX-1) or published at our Company's website addressed [www.adel.com.tr](http://www.adel.com.tr) or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, <http://www.mkk.com.tr>, in order for them to perform their

obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Respectfully submitted to the attention of the Shareholders.

#### **ADDITIONAL EXPLANATIONS UNDER CAPITAL MARKETS BOARD (CMB) REGULATIONS**

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders:

#### **1. Capital Structure and Voting Rights**

There is not any preference granted to the shareholders according to our Articles of Association in connection with the voting rights.

Shareholders of Adel Kalemcilik Ticaret ve Sanayi A.Ş. are provided with the following table:

| Shareholding Structure               | Share in Capital<br>(TL) | Share Capital<br>(%) | in Voting<br>Right   | Voting<br>Right<br>(%) |
|--------------------------------------|--------------------------|----------------------|----------------------|------------------------|
| AG ANADOLU GRUBU HOLDİNG A.Ş.        | 13.439.211               | 56,89                | 13.439.211           | 56,89                  |
| FABER -CASTELL<br>AKTIENGESELLSCHAFT | 3.637.941                | 15,40                | 3.637.941            | 15,40                  |
| HALKA ARZ                            | 6.547.848                | 27,71                | 6.547.848            | 27,71                  |
|                                      | <b>23.625.000,00</b>     | <b>100,00</b>        | <b>23.625.000,00</b> | <b>100,00</b>          |

#### **2. Information about significant managerial and operational changes that affected our Company's operations in the past fiscal period and the changes that are planned in the following fiscal periods and the reasons behind these changes:**

There are no significant managerial or operational changes that have affected the Company's operations in the previous fiscal period or planned for the upcoming fiscal periods.

#### **3. Information on Requests by Shareholders to Include Items on the Agenda:**

There was no request received from shareholders to add an additional item to the 2023 agenda of General Assembly.

**ANNUAL ORDINARY GENERAL ASSEMBLY AGENDA ITEMS AND RELATED EXPLANATIONS****1. Opening and the establishment of the Board of Assembly;**

The board of the Assembly will be established pursuant to the regulations of the Turkish Commercial Code (TCC) and the Regulation regarding General Assembly Meetings of Capital Companies and the Commissioner of the Ministry of Industry and Commerce (“Regulation”).

**2. Authorizing the meeting chairmanship to sign the minutes at the end of the meeting**

In accordance with the Turkish Commercial Code and relevant legislation, the matter of granting authority to the Meeting Chairmanship for the recording of decisions made during the ordinary general assembly meeting will be presented to the approval of our partners

**3. Reading and discussion of the reports of the Board of Directors (Annual Report) for 2023;**

Pursuant to the relevant regulations, Annual Report of Board of Directors for fiscal year 2023 will be read, discussed and submitted to the approval of our shareholders. The above mentioned report has been made available for reviews of our shareholders at the Company Head Office and our website at [www.adel.com.tr](http://www.adel.com.tr).

**4. Reading the Independent Audit Report for the fiscal year 2023,**

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2023 will be read out in the General Assembly Meeting. The report has been made available for review of our shareholders at the Company Head Office and our website at [www.ade.com.tr](http://www.ade.com.tr).

**5. Reading, discussing and approval of the Financial Statements for the year 2023 prepared in accordance with the Capital Market Legislation,**

Pursuant to the relevant regulations, 2023 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our shareholders. The documents have been made available for review of our shareholders at the Company Head Office and our website at [www.adel.com.tr](http://www.adel.com.tr).

**6. Acquittal of the Board of Directors separately regarding their activities in 2023;**

Pursuant to the provisions of the TCC and the Regulation, the acquittal of the members of the Board of Directors for their activities, transactions and accounts for the year 2023 will be submitted for the approval of the General Assembly

**7. Discussion of the increasing the registered capital ceiling and extension of the registered capital system for five years, valid for 2024-2028, and the replacement of 10th article titled “Capital” of the Company's Articles of Association with the amendment proposal included in Annex-1, on the condition that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade of the Republic of Turkey.**

Within the framework of the Capital Markets Law and the Capital Markets Board's Communiqué on Registered Capital System II-18.1; the amendment of Article 10 titled "Capital" of the Company's Articles of Association as stipulated in the draft amendment attached as Annex-1 will be submitted to the approval of the General Assembly, provided that the registered capital ceiling of our Company is increased and the registered capital period is extended for five years, valid for the years 2024-2028, and the necessary permissions are obtained from the Capital Markets Board and the Ministry of Trade.

The amendment text of the Articles of Association submitted for the approval of the Capital Markets Board and the Ministry of Trade has been disclosed to the public on the Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)). It is also attached to this General Assembly Information Document (Annex-1).

**8. Discussing of the profitability for the year 2023 and discussing and resolving the proposal of the Board of Directors regarding dividend distribution prepared within the framework of the company's dividend distribution policy,**

Within the framework of the principles set forth in the Capital Markets Board's ("CMB") Dividend Communiqué (II-19.1) and the related Dividend Guidelines, the provisions of our Company's Articles of Association and the dividend distribution policies publicly disclosed by our Company, the following proposal of the Board of Directors will be submitted to the approval of the General Assembly.

In accordance with the Capital Markets Board's Communiqué Series: II, No: 14.1 "Principles Regarding Financial Reporting in the Capital Markets," for the fiscal year 2023 of our company, based on the Turkish Accounting / Turkish Financial Reporting Standards and Non-Consolidated basis, it has been unanimously decided to distribute a gross profit share of 150,002,212 TL from the net profit of 2023 to fully taxable institutions. This distribution equates to a gross dividend of 6.3493 TL per share with a nominal value of 1 TL, representing a gross percentage of 634.93%, and a net dividend of 5.71437 TL per share with a nominal value of 1 TL, representing a net percentage of 571.44%. It has been unanimously decided to propose the profit distribution recommendation for approval at the General Assembly meeting to be held on April 16, 2024, with the dividend payment date set as September 26, 2024

The table regarding our dividend distribution proposal, prepared considering our long-term strategy, profitability, and cash position, is included in ANNEX/3.

**9. Appointment of the Board of Directors and determination of their term of office and fees**

According to the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board; appointment of the Board members and 4 independent members will be made for Board of Directors.

As proposed at the Corporate Governance Committee meeting held on February 2, 2024 and approved at the Board of Directors meeting held on February 12, 2024, Uğur Bayar, Tayfun Bayazıt, İzzet Karaca and Eyüp Mehmet Cemil Yükselen are nominated as independent members.

Corporate Governance Committee evaluated all proposed candidates for independent Board of Directors membership, whether they fulfill the independence criteria or not, prepared a report on this issue and submitted this report to the Board of Directors on February 2, 2024. Each independent Board of Directors member candidate provided in a written declaration to the Corporate Governance Committee that he/she is independent within the framework of the legislation, articles of association and the criteria stated in the Corporate Governance Principles.

Board of Directors decided to elect Mr. Uğur Bayar, Mr. Tayfun Bayazıt, Mr. İzzet Karaca and Mr. Eyüp Mehmet Cemil Yükselen as independent member candidates within the scope of Corporate Governance Committee's report and sent this list to the CMB on February 13, 2024 to take the opinion of CMB. According to CMB's written response dated February 28, 2024, there is no objection received from CMB regarding the independent member candidates.

CVs of Board of Directors' and declarations of independence are available in Annex-2.

In addition, the remuneration of the Board of Directors will also be determined in the General Assembly pursuant to the regulations of the Turkish Commercial Code and CMB's Corporate Governance Principles.

**10. According to the Capital Markets Board's legislation, information to be given to the shareholders on any income and benefits obtained by granting collaterals, pledges, mortgages and guarantees in favor of third persons;**

Pursuant to Article 12.(4) of Corporate Governance Communiqué (II-17.1), guarantees, pledges, mortgages and suretyship granted and established in favor of third persons as well as revenues or interests obtained have to be included as a separate item on the agenda of the ordinary general assembly meeting. Our Company did not grant or establish any surety, guarantee, pledge or mortgage in favor of any third parties.

**11. Election of the Independent Audit Firm for the fiscal year 01.01.2024 - 31.12.2024 to audit the financial statements and reports for the fiscal year 2024 in accordance with the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362,**

In accordance with the CMB's II-17.1 communiqué published at the Official Gazette dated 03.01.2014 no 28871, about Corporate Governance Principles no 4.5.9 and 397th item of TCC, the Board of Directors resolved to select "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." as the independent auditor firm for the fiscal year 2024. This decision of the Board of Directors will be submitted for the approval of the General Assembly.

**12. Informing the General Assembly, on the transactions, if any, within the context of Article 1.3.6. of Annex-I of the Corporate Governance Communiqué (II-17.1.) of the of the Capital Markets Board**

According to principle number 1.3.6 of Annex-1 of the Capital Market Board's Corporate Governance Communiqué number II-17.1: "In the event shareholders with management control, members of board of directors, managers with administrative responsibility and their spouses and relatives by blood and marriage up to second degree engage in a material transaction with the partnership or its affiliates which may result in conflicts of interest and/or carry out, for their own account or on account of others, a transaction of a commercial nature which is considered among the fields of activity of the partnership or its affiliates or join another partnership which is engaged in the same kind of business as a partner with unlimited liability the said transactions shall be included on the agenda of the general assembly under a separate agenda item to provide detailed information about the same in the general assembly and recorded on the general assembly

minutes.” The General Assembly shall be informed that no transaction of the nature mentioned above was carried out during 2023.

**13. Granting authority to Members of the Board of Directors according to Articles 395 and 396 of Turkish Commercial Code**

Performance of any of the transactions described in Articles 395 (Prohibition to Transact with and Incur Indebtedness to the Company) and 396 (Non-Competition) of the TCC by members of the Board of Directors is subject to the approval of the General Assembly. Therefore, permitting members to perform such transactions shall be submitted to the approval of the General Assembly.

**14. Informing the General Assembly on the donations made by the Company in 2023**

According to the article 6 of the Capital Markets Board Communiqué numbered II-19.1, the information regarding the donations made during the year must be submitted to the General Assembly. This article is not for the approval of the General Assembly, the purpose is only to inform the General Assembly. In 2023, donations to foundations and associations amounted to TL 16.733.214.

**15. Informing the General Assembly if there is any transaction made within the framework of the Capital Markets Board Resolution No. 14/382 dated 07/03/2024**

Within the framework of the Capital Markets Board's decision dated 07/03/2024 and numbered 14/382; it is informed that the entire inflation adjustment loss in the legal records as a result of the 2023 inflation adjustment was closed with the equity inflation differences and the commercial profits and losses in the balance sheet before the adjustment were netted under the 570 Retained Earnings account in accordance with the regulations of the General Communiqué No. 555 of the Tax Procedure Law.

**16. Requests, Opinions and Closing**

## **ANNEX**

**ANNEX/1** Articles Of Association Amendment Text

**ANNEX/2** Resume Of Candidate Members Of The Board Of Directors And Independent Board Member  
Candidates Statement Of Independent Status

**ANNEX/ 3** : Dividend Distribution Table

## ANNEX/1

**ADEL KALEMCİLİK TİCARET VE SANAYİ ANONİM ŞİRKETİ**  
**ARTICLES OF ASSOCIATION AMENDMENT TEXT**

| OLD VERSION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | NEW VERSION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b><u>Article 10 - SHARE CAPITAL</u></b></p> <p>The Company accepted the registered capital system as per the provisions of the Capital Markets Law and implemented the registered capital system upon the Capital Markets Board's approval dated 03/05/2013 and numbered 4718. The registered share capital ceiling amount of the Company is TL <b>35,000,000</b> (<del>thirty-five million</del> Turkish Liras).</p> <p>The increased share capital of the Company is TL 23,625,000 (twenty three million six hundred twenty five thousand) and the increased share capital has been fully paid in without any encumbrances. The increased share capital of TL 23,625,000 (twenty three million six hundred twenty five thousand) has been divided in 23.625.000 shares each with a nominal value of 3.637.941 of which are registered shares and 19.987.059 of which are bearer shares.</p> <p>The registered share capital ceiling amount granted by the Capital Markets Board is valid between <b>2020-2024</b> (for five years). Even if the granted ceiling is not reached at the end of <b>2024</b>, an authorization should be obtained from the general assembly for a term of five years by means of obtaining an approval from the Capital Markets Board either for the previously granted ceiling or a new one in order for the board to resolve on a share capital increase. Otherwise, the Company cannot increase the share capital through a Board of Directors resolution.</p> <p>The board of directors, in accordance with the provisions of the Capital Markets Law, is entitled to resolve on increasing the registered share capital of the Company by issuing new shares up to the ceiling amount, restricting the rights of the privileged shareholders, restricting the shareholders' right to acquire new shares, issuance of shares with privileged shares or shares over or below the nominal value and issuance of dedicated shares. The Board of Directors shall exercise this power in line with the equal treatment principle.</p> | <p><b><u>Article 10 - SHARE CAPITAL</u></b></p> <p>The Company accepted the registered capital system as per the provisions of the Capital Markets Law and implemented the registered capital system upon the Capital Markets Board's approval dated 03/05/2013 and numbered 4718. The registered share capital ceiling amount of the Company is <b>TL 1.450.000.000 (one billion four hundred and fifty million Turkish Liras)</b>.</p> <p>The increased share capital of the Company is TL 23,625,000 (twenty three million six hundred twenty five thousand) and the increased share capital has been fully paid in without any encumbrances. The increased share capital of TL 23,625,000 (twenty three million six hundred twenty five thousand) has been divided in 23.625.000 shares each with a nominal value of 3.637.941 of which are registered shares and 19.987.059 of which are bearer shares.</p> <p>The registered share capital ceiling amount granted by the Capital Markets Board is valid between <b>2024-2028</b> (for five years). Even if the granted ceiling is not reached at the end of <b>2028</b>, an authorization should be obtained from the general assembly for a term of five years by means of obtaining an approval from the Capital Markets Board either for the previously granted ceiling or a new one in order for the board to resolve on a share capital increase. Otherwise, the Company cannot increase the share capital through a Board of Directors resolution.</p> <p>The board of directors, in accordance with the provisions of the Capital Markets Law, is entitled to resolve on increasing the registered share capital of the Company by issuing new shares up to the ceiling amount, restricting the rights of the privileged shareholders, restricting the shareholders' right to acquire new shares, issuance of shares with privileged shares or shares over or below the nominal value and issuance of dedicated shares. The Board of Directors shall exercise this power in line with the equal treatment principle.</p> |

## **ANNEX/2 RESUME OF CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND INDEPENDENT BOARD MEMBER CANDIDATES STATEMENT OF INDEPENDENT STATUS**

### **KAMİLHAN SÜLEYMAN YAZICI**

Kamil Yazıcı graduated from New York Military Academy as lieutenant captain (96'), holds a BA degree from Emory University's Goizueta Business School (00'), an MBA degree from American Institute of Business and Economics (05') and has completed the GMP program at the Harvard Business School (17'). Yazıcı started his career in Anadolu Group in year 2000 and after completing the orientation program at the holding continued his career in Anadolu Efes' Russian beer operations, where he assumed the roles of Supply Chain Director and Business Development Director between 2008-2011. In 2011, Yazıcı was appointed as General Manager of Efes Vitanta in Moldova and resumed this role until 2014. In 2014, he was appointed as Market Development Director and held this position until 2017. Since 2017, Yazıcı has been serving as Board Member and Vice-Chairman on Anadolu Group holding and subsidiary boards. In addition, Yazıcı serves as Board Member for TAİK (Türkiye-U.S. Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School's Alumni Board) and KYYDAS (the Kamil Yazici Family Trust).

### **TUĞBAN İZZET AKSOY**

Tuğban İzzet Aksoy graduated from the Management and International Finance Department of the University of Oglethorpe in the USA, following his education at the Austrian High School. He began his professional career as an Assistant Expert in the Financial Affairs Directorate at Anadolu Endüstri Holding, in 1996. In December 1998 he was appointed as a Senior Broker at the Alternatifbank Treasury Department. Following five years in this role, Aksoy took on the role of Corporate Finance and Risk Manager at the Treasury and Risk Management Department of Anadolu Endüstri Holding A.Ş. in June 2003. In April 2008, he became Assistant Coordinator at Business Development Directorate, and between 2009-April 2019, he worked as Anadolu Group Energy Sector Coordinator. He continues to serve as Board Member in various Anadolu Group companies. Aksoy, who has participated in professional training and seminars in his field, is member of energy groups of TÜSİAD and TOBB. He is also the executive board member of the Turkish Jockey Club. Aksoy has been serving as an honorary consul of Georgia since 2016 and also holds Georgian Government Medal of Honor.

### **İBRAHİM İZZET ÖZİLHAN**

İbrahim İzzet Özilhan was born in İstanbul in 1982. He received his undergraduate degree from Hofstra University Banking and Finance Department in 2006 in USA. Özilhan, began his career as a Brand Representative at Coca Cola A.Ş in 2006 and served as Sales Representative in Coca-Cola Hellenic A.Ş. In 2009, he started working at Efes Russia and took up duties as Finance Manager and Brand Distribution Representative. In 2011, he started in Anadolu Efes Türkiye as Market Development Supervisor and continued as Horeca Manager and Modern Trade Sales Director respectively. Since 2017, he has been working as On-Trade Director at Anadolu Efes Türkiye. Özilhan was chosen as Board Member of TÜSİAD in 2024 and also acts as the Leader of its Food, Beverage and Agriculture Roundtable. He also acts as a Board Member at TÜRKNFED.

## **MELTEM METİN**

Born in 1969, she graduated Robert College in 1987 and studied Business Administration and Finance at Istanbul University. After a total 4 years of experience in marketing and financial control at Beymen and Pamukbank, she moved on with her career as a Financial Controller in Anadolu Holding in 1996. From 1998 onwards, she held Financial and General Management roles at Efes Invest and Coca-Cola Operations in Central Asia. She continued her role as General Manager of Coca-Cola Kazakhstan and Coca-Cola Kyrgyzstan after the merger of Efes Invest and Coca-Cola İçecek (CCI) in 2006. After an FMCG focused expat career of 9 years, she was appointed as the Strategy and Business Development Director at CCI HQ in 2009. She held the role while being a member of the Executive Committee of CCI until February 2021. She attended various executive programs at IMD and Harvard Business School. As a founding partner at Inova Grubu and Startme, she's been active in the Turkey startup ecosystem providing end-to-end solutions to startups and startup investors since she left CCI in 2021.

## **MEHMET HURŞİT ZORLU**

Mr. Zorlu has been a Board Member of CCI since 2004. He holds a Bachelor of Science degree in Economics from Istanbul University. Prior to joining Anadolu Group in 1984, he held various positions in Toz Metal and Turkish Airlines. Mr. Zorlu joined Anadolu Group as a Marketing Specialist at the Efes Beverage Group and held various positions including Assistant Marketing Manager, Assistant Project Development Manager, Project Development Manager and Business Development & Investor Relations Director. Mr. Zorlu held the position of Chief Financial Officer (CFO) for Efes Beverage Group between 2000-2008 and the position of CFO for Anadolu Group between 2008-2013. From 2013 onwards he served as the Deputy CEO of Anadolu Group, until his appointment as the CEO of Anadolu Group in February 2017. He also currently acts as a Board Member in various Anadolu Group companies. Mr. Zorlu served as the Chairman of TKYD (Corporate Governance Association of Turkey) between 2015-2017 and he currently also serves as Board Member at Turkish Investor Relations Society (TUYİD) and at Outbound Investments Business Council at Foreign Economic Relations Board (DEİK).

## **BURAK BAŞARIR**

Burak Başarır holds a BA in Business Administration and a minor in Computer Sciences from American River College. He studied management at California State University of Sacramento and received a BSc degree in business administration from Middle East Technical University in 1995. Başarır joined Anadolu Group in 1998 with his first post at Coca Cola İçecek (CCI) and assumed increasing managerial responsibilities in finance and commercial functions. He was assigned as Coca-Cola İçecek CFO in 2005 and has played a significant role during CCI's IPO process and effectively managed the financial integration of Efes Invest with CCI. Başarır led the largest operation of CCI in terms of volume and sales as the Türkiye Region President between 2010 and 2013. Başarır was appointed as Coca-Cola İçecek CEO in January 2014. After serving as Anadolu Group Soft Drinks Group President and Coca-Cola İçecek CEO between 2014 - 2023, Başarır has been appointed as Anadolu Group Deputy CEO in September 2023. Başarır is a member of Anadolu Group Sustainability Committee, the Turkish Industry & Business Association (TÜSİAD) and Türkiye-US Business Council (TAİK).

## **İBRAHİM TAMER HAŞİMOĞLU**

He graduated from German High School and continued his higher education with a degree in Mechanical Engineering from Istanbul Technical University and a master's degree in International Business Administration from Istanbul University Institute of Business Economics. He started his professional career in 1989 as a Training Officer in Koç Holding Planning Coordination Department and worked as a Specialist, Manager and Coordinator. Between 2004 and 2011, he served as the Head of Strategic Planning at Koç Holding. During this period, he played an important role in determining the strategies of the Group companies and ensured that the main strategies and portfolio structure of Koç Group were determined. He carried out very important company acquisition and sales projects. These include the acquisitions of Tüpraş, Yapı Kredi and the sales of Migros, Koç Allianz, Demir Döküm, Döktaş and İzocam. From April 2011 to April 2022, he served as President of Koç Holding Tourism, Food and Retail Group. In this role, he was responsible for the management of 12 companies, including Koçtaş, Tat Gıda, Düzey Pazarlama, Divan, Setur, Setur Marinalar, Koç Sistem, KoçDigital, Ram and Inventram. Tamer Haşimoğlu currently serves as a Board Member in some Koç Group companies. In addition to these duties, he is a member of TÜSİAD and Hisar Education Foundation (HEV) Board of Trustees. For a period of time, he was a member of the Board of Directors of YASED, a member of the Turkish Tourism Investors Association and a member of the Board of Directors of İMEAK Merchant Marine.

## **STEPHAN LEO ROSEN**

Born in Nuremberg/Germany in 1963, Stephan Rosen graduated from European School in Varese (Italy). After an apprenticeship at GRUNDIG AG, he graduated 1988 in Business Administration from VWA Nuremberg and started his career in the export department of STAEDTLER. 1991 he continued to work for its subsidiary in Milan/Italy in management position (mainly for procurement, logistics and finance as well as establishing the brands LEITZ and TIPP-EX in Italy). Since 1995 he has worked for Faber-Castell headquarters in Stein as Export Manager, from 2003 to 2006 as Head of Profit Centre Europe. In 2006, he was appointed as Sales Director Europe. From 2007, he also took on the position of Managing Director for Faber-Castell Czech Republic. Between 2015 and 2016 he managed the subsidiary in Austria. In the period from 2016 to October 2023 he covered the position as Managing Director of FaberCastell Italy. In 2020, he was appointed Co-Managing Director for the subsidiaries in France and Denmark

## **İZZET KARACA (Independent Board Member)**

İzzet Karaca graduated from Boğaziçi University Industrial Engineering Department in 1977. Having started his professional career in 1977 at Koç Research and Development Centre, he held Industrial Engineer and IT Manager position until 1985. Between 1985-1988, Karaca worked as Systems and Organization Director at Ford Otosan. Since 1988, he held several positions at Unilever in Germany, Türkiye and Baltic States including Internal Audit Group Manager, Logistics Manager, Commercial Director and Managing Director. In addition, between 2011- 2013, İzzet Karaca served as the Chairperson at YASED (International Investors Association). After serving as Executive Chairman at Unilever Türkiye and Unilever NAMET RUB (North Africa, Middle East, Russia, Ukraine and Belarus) and being a member of the Unilever CEO Forum, Karaca retired at December 2013. In 2015, he published his first book called “The New CEO is... You”.

**TAYFUN BAYAZIT (Independent Board Member)**

Born in 1957, Tayfun Bayazıt got his bachelor's degree in mechanical engineering from the Southern Illinois University, followed by a master's degree (MBA) from Columbia University. Having started his career at Citibank in 1983, Bayazıt assumed Executive Vice President and Senior Executive Vice President positions at Yapı Kredi Bank from 1986 until 1995. He was President and CEO at Interbank from 1995 to 1996, and at Banque de Commerce et de Placements from 1996 to 1999. Having served as Vice Chairman at Doğan Holding from 1999 until 2001, Bayazıt was later appointed as CEO and Board member at Dışbank (2001-2005), Fortis Bank (2005-2007), and Yapı Kredi Bank (2007-2009), where he consequently served as Chairman from 2009 to 2011. He has been working as a consultant since 2011. Tayfun Bayazıt complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles. .

**EYÜP MEHMET CEMİL YÜKSELEN (Independent Board Member)**

Mehmet Yükselen is graduated from Electronic Engineering from Boğaziçi University in 1991 and his MBA from Carnegie Mellon University. In 1993, Mr. Yükselen started his career as an expert consultant at The Boston Consulting Group and worked as an Assistant Manager at Mckinsey Company in 2000-2001, Istanbul Office Manager and Co-Founder at The Boston Consulting Group in 2001-2004, Strategy and Business Development Director at Sabancı Holding between 2004-2007, Accessturkey Capital Group Partner between 2007-2008, and Founding Partner at 2M Enerji ve Elektrik Üretim A.Ş. between 2005-2018. Since 2018, he continues to work as a Founding Partner in MY Investment, MY Enerjisolar, MY Energy, which are among the companies of MY Group of Companies. Eyüp Mehmet Cemil Yükselen complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

**UĞUR BAYAR (Independent Board Member)**

Uğur Bayar graduated from New York State University, Department of Mathematics & Statistics with a BSc. degree. Bayar started his career at Citibank Türkiye in 1987 and served in various roles in the treasury department until he started public service in 1992. He served as the Vice President in Public Partnership Administration between 1992-1997 and President at Prime Ministry Privatization Administration of Türkiye between 1997-2002. During this time, he also assumed the Chairmanships of the Board at Erdemir and Petrol Ofisi, and the Board Memberships at Turkish Airlines and Turk Telekom. He joined Credit Suisse Türkiye in 2004 and served as the country CEO and Head of Investment Banking until 2017. He is currently serving as the Chairman of the Board of Tekfen Teknoloji Yatırım. Between 2018-2024, Bayar was an independent board member at Anadolu Grubu, Anadolu Efes and Coca-Cola İçecek. Uğur Bayar complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

**INDEPENDENT BOARD MEMBER CANDIDATES' STATEMENT OF INDEPENDENT STATUS**

Below is the convenience translation of the Statement of Independent Status and signed versions are provided in the Information Document prepared in Turkish.

**I hereby declare that, with respect to Adel Kalemcilik Ticaret ve Sanayi A.Ş. :**

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 02.02.2024

Name – Surname: İzzet KARACA

**INDEPENDENT BOARD MEMBER CANDIDATES' STATEMENT OF INDEPENDENT STATUS**

Below is the convenience translation of the Statement of Independent Status and signed versions are provided in the Information Document prepared in Turkish.

**I hereby declare that, with respect to Adel Kalemcilik Ticaret ve Sanayi A.Ş. :**

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 02.02.2024

Name – Surname: Tayfun BAYAZIT

**INDEPENDENT BOARD MEMBER CANDIDATES' STATEMENT OF INDEPENDENT STATUS**

Below is the convenience translation of the Statement of Independent Status and signed versions are provided in the Information Document prepared in Turkish.

**I hereby declare that, with respect to Adel Kalemcilik Ticaret ve Sanayi A.Ş. :**

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 02.02.2024

Name – Surname: Uğur BAYAR

**INDEPENDENT BOARD MEMBER CANDIDATES' STATEMENT OF INDEPENDENT STATUS**

Below is the convenience translation of the Statement of Independent Status and signed versions are provided in the Information Document prepared in Turkish.

**I hereby declare that, with respect to Adel Kalemcilik Ticaret ve Sanayi A.Ş. :**

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 02.02.2024

Name – Surname: Eyüp Mehmet Cemil YÜKSELEN

## ANNEX/3

| ADEL KALEMCİLİK TİC. VE SAN.A.Ş. 2023 Dividend Paymnet Table (TL)                                |                          |                        |
|--------------------------------------------------------------------------------------------------|--------------------------|------------------------|
| 1.Paid-In / Issued Capital                                                                       |                          | 23.625.000,00          |
| 2. Total Legal Reserves (According to Legal Records)                                             |                          | 28.407.519,31          |
| Information on privileges in dividend distribution, if any, in the Articles of Association:      |                          | NONE                   |
| *                                                                                                | Based on CMB Regulations | Based on Legal Records |
| 3. Current Period Profit                                                                         | 441.799.000              | 403.516.815            |
| 4. Taxes Payable (-)                                                                             | 5.833.000                | 90.761.858             |
| 5. Net Current Period Profit                                                                     | 435.966.000              | 312.754.957            |
| 6. Losses in Previous Years (-)                                                                  | 0                        | 26.198.634             |
| 7. Primary Legal Reserve (-)                                                                     | 0                        | 0                      |
| 8. Net Distributable Current Period Profit                                                       | 435.966.000              | 286.556.324            |
| Dividend Advance Distributed (-)                                                                 | 0                        | 0                      |
| Dividend Advance Less Net Distributable Current Period Profit                                    | 0                        | 0                      |
| 9. Donations Made During The Year ( + )                                                          | 16.733.214               | 0                      |
| 10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated | 452.699.214              | 0                      |
| 11. First Dividend to Shareholders                                                               | 1.181.250                | 0                      |
| * Cash                                                                                           | 1.181.250                | 0                      |
| * Stock                                                                                          | 0                        | 0                      |
| 12. Dividend Distributed to Owners of Privileged Shares                                          | -                        | 0                      |
| 13. Other Dividend Distributed                                                                   | -                        | 0                      |
| * To the Employees                                                                               | 0                        | 0                      |
| * To the Members of the Board of Directors                                                       | 0                        | 0                      |
| * To Non-Shareholders                                                                            | 0                        | 0                      |
| 14. Dividend to Owners of Redeemed Shares                                                        | -                        | 0                      |
| 15. Second Dividend to Shareholders                                                              | 148.820.962              | 0                      |
| 16. Secondary Legal Reserves                                                                     | 14.882.096               | 0                      |
| 17. Statutory Reserves                                                                           | -                        | 0                      |
| 18. Special Reserves                                                                             | -                        | 0                      |
| 19. Extraordinary Reserves                                                                       | 271.081.692              | 121.672.016            |
| 20. Other Distributable Resources                                                                | 0                        | 0                      |

| DIVIDEND RATIOS |             |                     |                  |                                         |                                                   |          |
|-----------------|-------------|---------------------|------------------|-----------------------------------------|---------------------------------------------------|----------|
|                 | Share Group | TOTAL DIVIDEND (TL) |                  | TOTAL DIVIDEND/NET DISTRIBUTABLE PROFIT | DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 |          |
|                 |             | CASH DIVIDEND (TL)  | BONUS ISSUE (TL) | RATE (%)                                | AMOUNT (TL)                                       | RATE (%) |
| GROSS           | -           | 150.002.212,00      | -                | -                                       | 6,3493000                                         | 634,93   |
|                 |             |                     |                  |                                         |                                                   |          |
| NET (*)         | -           | 135.001.990,80      | -                | -                                       | 5,7143700                                         | 571,44   |