

**ÈS ECZACIBAŐI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR  
SANAYİ VE TİCARET A.Ő.**  
**INFORMATION DOCUMENT ON  
2021 ORDINARY GENERAL ASSEMBLY**

The Ordinary General Assembly Meeting of our company will be held on **Monday, April 18, 2022**, at **09:00**, at **Altın Damlası Meeting Hall** at the address of **Büyükdere Caddesi Ali Kaya Sokak No:5 Levent - İstanbul** to discuss the agenda written 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.Ő. ("Central Securities Depository-CSD") will be held over. shareholders who will make transactions in e-GKS must first register with the CRA'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;

- Shareholders who are real persons can participate by presenting their identities,
- Shareholders who are legal persons 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 fulfilling the matters 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 at the meeting. Power of attorneys that do 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 at 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 attend the general assembly in electronic form via e-GKS will be informed about the procedures and principles related to participation, appointment of representatives, making suggestions, expressing opinions and voting by the CRA (<https://egk.mkk.com.tr>) they can get information at the web address. The Financial Statements of our Company for 2021, the Independent Audit Report, the Corporate Governance Compliance Report, the Board of Directors' Annual Report containing the Sustainability Compliance Framework Statement 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 Law on Protection of Personal Data No. 6698, you can access detailed information about the processing of your personal data from the EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. General Assembly Clarification Text in the investor relations section of the websites [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.

Best regards,

## **BOARD OF DIRECTORS**

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

Trade Registry and Number: Istanbul Trade Registry Directorate - 44943

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. At the General Assembly meetings, each share with a nominal value of TL 0,01 each 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:

Shareholders	Share Amount (TL)	Share Rate (%)	Number of Shares and Voting Right	Number of Shares and The Voting Rights Ratio (%)
Eczacıbaşı Holding A.Ş.	346,845,460.43	50.62	34,684,546,043	50.62
Eczacıbaşı Yatırım Holding Ortaklığı A.Ş.	209,108,511.39	30.52	20,910,851,139	30.52
Public Held	129,306,028.18	18.86	12,930,602,818	18.86
<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:

There are no management and operating changes that will significantly affect the activities of our partnership or its subsidiaries that took place in the past accounting period or are planned for in the upcoming accounting periods. Material events disclosures made with regard to the activities of our company can be accessed at the address [www.kap.org.tr](http://www.kap.org.tr).

### 3. Information about the requests of shareholders regarding the adding clause on the agenda:

There are no requests submitted by the shareholders in writing to the Investor Relations Department regarding clause addition on the agenda of the ordinary general meeting.

**OUR EXPLANATIONS ABOUT THE AGENDA CLAUSES  
OF THE ORDINARY  
GENERAL ASSEMBLY MEETING OF THE YEAR 2021 DATED  
APRIL 18, 2022**

**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 at 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 at the General Assembly in the minutes.

**2. Reading, negotiating and submitting the Annual Report for the Year 2021 prepared by the Company's Board of Directors for the 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 to our shareholders regarding the Annual Report of the year 2021 including the proposal on dividend distribution of the Board of Directors and the Corporate Governance Compliance Report and will be submitted to the opinion of our shareholders' review and approval 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) and e-GKS (electronic-General Assembly System) and they will be submitted for our shareholders' opinion and approval.

**3. Reading the Independent Audit Report for the accounting period of 2021, 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 (electronic-General Assembly System).

**4. Reading, negotiating, and submitting the Financial Statements for the accounting period of 2021 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. Release of the Board Members individually with regard to their activities in 2021**

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 2021 will be submitted for the approval of the General Assembly.

**6. Submission of the amended "Profit Distribution Policy" for the approval of the General Assembly;**

In accordance with the Corporate Governance Principle No. 1.6.1 regulated in the annex of the Communiqué on Corporate Governance No. II.17.1 of the Capital Markets Board; it is mandatory that the Company has a specific and consistent profit distribution policy and that this policy be submitted to the approval of shareholders at the general assembly.

In this context, the amended "Profit Distribution Policy" as per our Company's Board of Directors' Decision dated December 27, 2021, provisions of the Communiqué on Profit No. II-19.1 of the Capital Markets Board, Corporate Governance Principles regulated under Communiqué on Corporate Governance No. II.17.1 of the Capital Markets Board, and the current practices of our Company and inserted in **ANNEX-1** will be submitted for approval of the General Assembly.

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

According to our financial statements for the accounting period January 1, 2021 - December 31, 2021 prepared by our Company in accordance with the Turkish Accounting / Financial Reporting Standards in accordance with the TCC and CMB regulations, and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., "Net Profit" of TL 755,060 thousand has been achieved and taking into account our Profit Distribution Policy, The current profitability and cash status of our company, the equity ratio, the need for net working capital, long-term strategies, investment and financing plans, cash flows and market conditions and expectations , our profit distribution proposal table drafted in accordance with the format of the Profit Distribution Table contained in the Communiqué on Profit No II-19.1 of the CMB and the Dividend Guide announced in accordance with this communique is presented at **ANNEX-2**.

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

In accordance with the Corporate Governance 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 has been documented in written form as "Remuneration Policy" and will be presented to the information of shareholders at

the General Assembly Meeting as a separate clause and there will have the opportunity to present their opinion on this issue. "The "Remuneration Policy" prepared for this purpose is presented in **ANNEX-3** The information about the benefits provided to the Board Members is given in footnote No. 9 of our financial statements for the 2021 operating year.

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

In accordance with the TCC, 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 at least 5 and at most 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.

By the Corporate Governance Committee, which evaluates the candidates submitted to it, two persons' (Mr. Hasan Toker Alban and Ms. Zühal Atanan) candidacy was examined and the candidates' compliance with independence criteria, education status, previous duties, experience in senior company management and board membership and the contributions that the candidates can make to the activities of our Company were evaluated. As a result of the evaluation made in this context; upon the proposal submitted by the Corporate Governance Committee and as a result of the evaluation made by our Board of Directors in this context, Mr. Hasan Toker Alban and Ms. Zühal Atanan have been determined as Independent Board member candidates to be proposed to the general assembly.

Mr. Hasan Toker Alban and Ms. Zühal Atanan has successfully fulfilled their duties and responsibilities as an independent member of the board of directors since 2018. As you can see from their resume presented in **ANNEX-4** since their education, professional experience and contribution to the management and affairs of the company with their experiences, the devotion of sufficient time to the affairs of the company meet exactly the independence criteria stated in the article 4.3.6 of the Principles, an application is made to the CMB with regard to their independent board membership in accordance with article 4.3.7 of the Principles.

According to the CMB's letter dated January 28, 2022, it has been reported to our Company that it has been decided not to give any negative opinions about Mr. Hasan Toker Alban and Ms. Zühal Atanan who are designated as the Independent members of the Board of Directors.

Our Board member candidates who will be submitted to the approval of the shareholders at the General Assembly are: Mr. Ferit Bülent Eczacıbaşı, Mr. Rahmi Faruk

Eczacıbaşı, Mr. Atalay Muharrem Gümrah, Mr. Seyfettin Sarıçam, Mr. Hasan Toker Alban (Independent Member) and Ms. 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 2022 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-4** 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.

**10. In accordance with Article 399 of the Turkish Commercial Code and the Capital Markets Board regulations, selection of the Independent Audit Company suggested by the Board of Directors for the year 2022;**

In accordance with the Turkish Commercial Code and the Capital Markets Board regulations, at our Board of Directors' meeting on 14 March 2022, 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 2022 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.

**11. Discussing the amendment of Article 11 of the Articles of Association of the Company and reaching a final decision thereon;**

In order to ensure that the meetings of the Board of Directors of our Company can also be held online, our Board of Directors, at its meeting dated December 21, 2021 has decided Article 11 of the Articles of Association entitled "Meetings of the Board of Directors" to be amended in accordance with the amended text presented in **ANNEX-5** and submit the necessary applications to the Capital Markets Board and Ministry of Commerce and submit the amendment to the Articles of Association for the approval of shareholders at the first General Assembly meeting to be held after obtaining these permits and approvals. In this context, the application for amendments to the Articles of Association on December 23, 2021, was approved by the Capital Markets Board with an official letter dated January 04, 2022, and numbered E-29833736-110.03.03-15392 and permission of the Ministry of Commerce has been obtained with an official letter dated January 17, 2022, and numbered E-50035491-431.02-00071085539. The amendment to the Articles of Association in question will be submitted for approval to the General Assembly.

**12. Informing shareholders regarding the donations and reliefs made by the Company during the year, submitting the amended "Donation and Relief Policy" for the approval of the General Assembly, and setting a maximum limit for donations to be made in 2022**

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 at 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 this context, the "Donation and Relief Policy" in **ANNEX-6** which is updated by taking into consideration of the Board of Directors' decision of our Company dated December 27, 2021, and the provisions of the Communiqué on Dividend No. II-19.1 of the Capital Markets Board, the Corporate Governance Principles which are regulated in the annex of the Communiqué on Corporate Governance No. II 17.1 of the Capital Markets Board and the current practices of our Company, will be presented to the approval of the General Assembly. Our company did not make any donation in 2021. In addition, the maximum limit of donations to be made in 2022 will be determined by the general assembly.

**13. Informing shareholders regarding the income and benefits obtained through guarantees, pledges, mortgages, and sureties issued in favour of third parties in 2021 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 20 of our Financial Tables dated December 31, 2021.

**14. Informing the shareholders regarding the activities in 2021 within the context of taking an action that could cause a conflict of interest and/or commercial type of business the business of the partnership or its subsidiaries within the scope of a process of own or someone else's account or to another of the same type under unlimited liability partner, who works in the commercial area as a partnership controlling shareholders, board members, managers with administrative responsibility and their spouses and second-degree kin by blood and marriage, giving permission the board members for the activities mentioned in Article 395 and Article 396 of the Turkish Commercial Code in question for the year of 2022**

Our Board members can carry out transactions within the framework of Paragraph 1 of Article 395 of the TCC entitled "Prohibition of Transactions with the Company, Borrowing to the Company" and Article 396 entitled "Prohibition of Competition" only with the approval of the General Assembly.

Pursuant to the Article 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 at the general assembly.

In order to fulfil the requirements of these regulations, the granting of this permission will be submitted to the approval of the General Assembly and information will be provided that no action of this nature has been taken in 2021.

**15. Wishes.**

**ANNEXES:**

**Annex-1:** Profit Distribution Policy

**Annex-2:** Proposal on Profit Distribution

**Annex-3:** Remuneration Policy for the Board of Directors and Senior Managers

**Annex-4:** Resumes of Board Member Candidates and Independence Statements  
of Independent Member Candidates

**Annex-5:** Amendment Text of Article 11 of the Articles of Association

**Annex-6:** Donation and Relief Policy

## **ANNEX-1 PROFIT DISTRIBUTION POLICY**

Profit distribution is carried out within the framework of the provisions of the Turkish Commercial Code, Capital Market Regulations, Tax Legislation and other relevant regulations and our Articles of Association.

No privilege in profit distribution has been set forth in Articles of Association.

In profit distribution, a balanced policy is followed between the interests of the shareholders and the Company.

The profit distribution decision is made, and the way as well as the time of the profit distribution are decided by the general assembly upon the proposal of the board of directors.

In principle, as long as the relevant regulations and financial structure allow, at least 10% of the "net distributable profit for the period" calculated within the framework of the Capital Market Regulations is aimed to be distributed in cash to the shareholders. Taking into account the current profitability and cash position, equity ratio, net working capital requirement, long-term strategies, investment and financing plans, cash flows, market conditions and expectations of our Company, the Board of Directors may determine a different rate, as well as suggest that the profit is distributed in the form of bonus shares or cash and bonus shares at certain rates, or that no profit is distributed.

If the Board of Directors of the Company proposes not to distribute the profit to the General Assembly, the information on the reasons for this situation and on the way of use of the undistributed profit is included in the agenda item regarding profit distribution.

Unless the legal reserves and the profit share determined for the shareholders in the Articles of Association are allocated, it shall be decided to allocate other reserves, to transfer profit to the next year, and to distribute share from the profit to the board members, Company employees and persons other than the shareholders in the distribution of dividends, and no share can be distributed to these persons unless profit share determined for the shareholders is paid in cash.

The profit distribution proposal is disclosed to the public in accordance with the Capital Market Regulations, by taking into account the legal deadlines.

The goal of making the profit share distribution within three months at the latest following the General Assembly meeting has been adopted as a principle. Profit shares are distributed equally to the shareholders on the date determined by the General Assembly following the approval of the General Assembly, within the legal period, regardless of all existing shares and their issuance and acquisition dates.

The General Assembly or the Board of Directors, if authorized, can decide to pay the profit share in installments within the framework of the Capital Market Regulations. In our Articles of Association, profit share advance distribution provision is included, and profit share advance can be distributed provided that the Board of Directors is authorized by the General Assembly and that the Capital Market Regulations are complied with.

Board of Directors Revision Date:27.12.2021

Revision No: 1

## **ANNEX-2 PROPOSAL ON PROFIT DISTRIBUTION**

Our Board of Directors; at its meeting dated March 17, 2022;

Our Board of Directors; at its meeting on March 17, 2022; has determined that the distributable net profit is TL 751,910,911 according to the consolidated financial statements of our company for the accounting period of 01.01.2021-31.12.2021, 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 has determined that the distributable net profit is TL 701,971,675 according to the statutory financial statements prepared in accordance with the provisions of the Tax Procedure Code ("TPC").

Regarding the profit distribution for 2021; it has been decided to submit the proposal on profit distribution as stated below to our shareholders at the 2021 Ordinary General Assembly Meeting for its approval as complying with the regulations of the CMB regarding the profit distribution, the 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 profit calculated according to our consolidated financial statements for the profit distribution.

Within this framework;

It has been decided to present a proposal to our shareholders at the Ordinary General Assembly Meeting to be held for 2021,

- 1)** To allocate TL 3,149,089 for 2021, 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 will reach the limit of 20% of our capital,
- 2)** To distribute cash profit in the amount of TL 200,095,920 corresponding to 29.2% of our company's issued capital,
- 3)** To pay a net dividend to a share with a nominal value of TL 1, 29.2% 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 TL 485,292,463 amount to the Excess Reserve after deducting the legal obligations and dividend foreseen to be distributed from the earnings before tax of TL 875,167,407, which is accrued according to the statutory records prepared in accordance with the provisions of the TPC,
- 5)** To commence the distribution on May 24, 2022.

EİS ECZACIBAŞI İLAÇ, SİNİİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş. DIVIDEND DISTRIBUTION TABLE FOR 2021 (TL)			
1.	Paid-in/Issued Capital		685,260,000
2.	Total Legal Reserves (According to Legal Records)		133,902,911
Information on privileges in dividend distribution, if any, in the Articles of Association:			There are no preferred shares.
		Based on CMB Regulations	Based on Legal Records (*)
3.	Current Period Profit		939,467,000
4.	Taxes Payable (-)		(184,407,000)
5.	Net Current Period Profit (=) (**)		755,060,000
6.	Losses in Previous Years (-)		0
7.	Primary Legal Reserve (-)		(3,149,089)
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)		751,910,911
9.	Donations Made During The Year (+)		0
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated		751,910,911
11.	First Dividend to Shareholders		
	- Cash		200,095,920
	- Stock		0
	- Total		200,095,920
12.	Dividend Distributed to Owners of Privileged Shares		0
13.	Other Dividend Distributed		
	- To the Members of the Board of Directors		0
	- To the Employees		0
	- To Non-shareholders		0
14.	Dividend to Owners of Redeemed Shares <input type="checkbox"/>		0
15.	Second Dividend to Shareholders		0
16.	Secondary Legal Reserves		16,583,292
17.	Statutory Reserves		0
18.	Special Reserves		0
19.	EXTRAORDINARY RESERVES		535,231,699
20.	Other Distributable Resources		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 (TL)	NET (%)
NET	-	180,086,328	0	23.95	0.26280	26.280

In the calculation of the net dividend amount, the withholding rate of Income Tax has been assumed as 10%.

(\*) Pursuant to the Board of Directors' resolution dated November 2, 2021, it was resolved that transfer of 75% of the share sales profit, amounting to TL 1,350,938, arising from sale of our stake by 3% held in Eczacıbaşı Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. to special fund account in order to take advantage of the exemption specified in clause (e), paragraph (1), article 5 of the Corporate Tax Law no. 5520. This amount has been incorporated into Legal Profit for the Period (on which 5% general legal reserve calculation is based) within the "Based on Legal Records" column on the table and as the relevant exempted profit amount has been transferred to the mentioned fund account, it has not been taken into consideration for subsequent calculations in legal records (Tax Procedure Law).

(\*\*) Net profit for the period is (939,479,000 - 184,407,000=) TL 755,072,000, out of which TL 12,000 portion coinciding to non-controlling shares, as a result of which (755,072,000 - 12,000=) TL 755,060,000 is the net profit amount for the period that belongs to the parent.

## **ANNEX-3 REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND SENIOR MANAGERS**

This policy document defines the system and practices for remuneration of our Board members and top-level managers assuming administrative responsibilities under the scope of the CMB regulations.

The wage management in Eczacıbaşı Group is essentially based on determination of the wages considering the employees' education levels, competencies, performances and market values. In this context, market wage surveys are performed every year by the Human Resources Group Directorate of Eczacıbaşı Group including also our Company; and each company's wage structure is compared considering the companies out of the Group and as a result, the senior managements of the companies are duly informed. Since all information related to wages is considered private and personal, confidentiality is essential and our employees are requested to pay attention to this issue.

The Company's performance-based remuneration plans cannot be used for remuneration of the independent board members. Independent members of the Board of Directors are paid such remuneration determined in accordance with the decisions of the General Assembly.

Payments are made to executive members, Chairman and Vice-chairman of the Board of Directors in the scope of a policy established for senior managers as set out in further detail below.

The Board members can be paid a remuneration due to the services they render and commensurate with their performances and positions provided that they are at the same time employees, and are paid on a pro rata basis considering their period of service as of the dates of appointment to and resignation from office; and the costs and expenses incurred by the board members (expenses such as transportation, telephone, insurance, etc.) due to their contributions to the Company may be borne by the Company.

The key management personel wages are comprised of two different parts such as fixed payments and performance-based payments.

Our remuneration policy is arranged and applied considering the wage and fringe benefits management; and the fair, objective, and competitive criteria appreciating, rewarding and motivating high performance.

Our remuneration policy is based on the concepts of volume of business, performance, contribution in the activities, knowledge/skills and competencies; and aims recruitment and retention by our Company of the workforce with desired qualifications that will allow for establishment of intra-company and inter-company wage balance and the market competitiveness, motivating the employees and increasing their loyalty and achievement of our company's objectives.

The Job Family Model that we apply under the structure of our Company is based on an objective system; in this model, the roles in the organization, the basic responsibilities,

knowledge/skills/experience and competencies and performance indicators are defined and the fixed wages are determined accordingly.

The Variable Wage Management, which is similarly applied in our Company, aims to reward success and to encourage our employees to display superior performance and to completely establish target-oriented performance culture in our company in order to achieve our Company's budget targets and to support the achievement of business results exceeding such targets.

The "fringe benefits" intended to support the wage management with additional benefits are taken as an important integral part of the total reward management; and the fringe benefits that we provided as a company are at arm's length and also bear the competitive and equitable characteristics.

## **ANNEX-4 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 Chairperson of the Board (1991- 1993) and Chairperson of the High Advisory Council (1997- 2001); and the Turkish Pharmaceuticals Manufacturers' Association (İEİS), where he was Chairperson of the Board (2000-2008). He serves as chairperson of the board of directors and a member of the board of directors in Eczacıbaşı Group companies. Bülent Eczacıbaşı continues to serve both TÜSİAD and İEİS as Honorary Chairperson. 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 (EŞİAD).

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

He is the author of "A Rip in the Sea: New Responsibilities for Business" (2020), a book about his experiences in business and the new roles and responsibilities of business leaders. Bülent Eczacıbaşı is also an avid photographer who loves to experience diverse cultures. A selection of photographs bearing witness to the people and stories he encountered during his travels was also published in 2020 under the title "From the Road".

### **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, vice-chairperson or member of several Eczacıbaşı Group companies. In 1999, he also became President of the Eczacıbaşı Sports Club.

Faruk Eczacıbaşı has written a book on the transformational changes taking place in Turkey and around the world as a result of new digital technologies. Published in Turkish in 2018, the book considers the challenges for individuals, institutions and societies, and discusses ways to prepare for the positive and negative aspects of the digital future.

### **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.

Gümrah, who has served as the chairperson of the board of directors, vice-chairperson and board members in Eczacıbaşı Group companies, has also served as the General Manager of Eczacıbaşı Holding since January 1, 2019; he also continues to be the Chairperson of the Clay, Ceramic, Cement and Glass Industry Employers' Association of Turkey.

### **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.

## ANNEX-5 AMENDMENT TEXT OF ARTICLE 11 OF THE ARTICLES OF ASSOCIATION

<u>Previous Version</u>	<u>New Version</u>
<p><b>ARTICLE 11-MEETINGS OF BOARD OF DIRECTORS</b></p> <p>The members of the Board of Directors elect a chairman and a deputy chairman to act in his/her absence among themselves on an annual basis.</p> <p>The meeting of the Board of Directors is held whenever deemed required for the corporate business and transactions.</p> <p>The Board of Directors convenes and resolves with the absolute majority of the members attending at the meeting.</p> <p>The Board of Directors' resolutions are recorded in the book of resolutions and signed by the present chairman and members of the Board of Directors.</p> <p>Unless a discussion is requested by another member, resolutions of the Board of Directors may also opted by obtaining approvals of the other members for any proposal made by a member. Such decisions may be adopted subject to the written ratification by the simple majority of the members. The fact that the same proposal has been made to all of the members of the Board of Directors is a precondition of a valid decision to be adopted in that way. It is not necessarily required that the members sign the same paper; but all of the papers signed by the members for approval should be attached to the decision book of the Board of Directors or it should be made into a written decision containing all the signatures of those accepting the proposal and entered into the decision book so that the decision becomes valid.</p> <p>The Capital Market Board's regulations in accordance with the provisions of the Turkish Commercial Code and the provisions of the Capital Market Law shall apply for the mode of meeting, the meeting and resolution quorums, the use of votes, the duties and authorities of the Board of Directors, resignation or death of any Board Member, and election of new member for any vacancy arising from the lack of independence of any Independent Board Member or any cases preventing performance of the tasks by any Board Member.</p>	<p><b>ARTICLE 11-MEETINGS OF BOARD OF DIRECTORS</b></p> <p>The members of the Board of Directors elect a chairman and a deputy chairman to act in his/her absence among themselves on an annual basis.</p> <p>The meeting of the Board of Directors is held whenever deemed required for the corporate business and transactions.</p> <p>The Board of Directors convenes and resolves with the absolute majority of the members attending at the meeting.</p> <p>The Board of Directors' resolutions are recorded in the book of resolutions and signed by the present chairman and members of the Board of Directors.</p> <p>Unless a discussion is requested by another member, resolutions of the Board of Directors may also opted by obtaining approvals of the other members for any proposal made by a member. Such decisions may be adopted subject to the written ratification by the simple majority of the members. The fact that the same proposal has been made to all of the members of the Board of Directors is a precondition of a valid decision to be adopted in that way. It is not necessarily required that the members sign the same paper; but all of the papers signed by the members for approval should be attached to the decision book of the Board of Directors or it should be made into a written decision containing all the signatures of those accepting the proposal and entered into the decision book so that the decision becomes valid.</p> <p><b><u>Those who have the right to attend the company's board of directors' meetings may also attend these meetings by electronic means pursuant to the Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of The Communiqué on Meetings of Commercial Companies, other than General Assemblies of Joint Stock Companies, by Electronic Means ("Communiqué"), the Company may set up an electronic meeting system or may purchase services from systems created for this purpose that will enable right holders to attend and vote in these meetings by electronic means. In the meetings to be held, it is ensured that the right holders can exercise their rights specified in the relevant legislation within the framework specified in the Communiqué, through the system set up pursuant to this provision of the company's articles of association or through the system from which support service will be received.</u></b></p> <p>The Capital Market Board's regulations in accordance with the provisions of the Turkish Commercial Code and the provisions of the Capital Market Law shall apply for the mode of meeting, the meeting and resolution quorums, the use of votes, the duties and authorities of the Board of Directors, resignation or death of any Board Member, and election of new member for any vacancy arising from the lack of independence of any Independent Board Member or any cases preventing performance of the tasks by any Board Member.</p>

## ANNEX-6 DONATION AND RELIEF POLICY

This Donation and Aid Policy ("Policy") determines the principles regarding donations and aids to be made by Eczacıbaşı Yatırım Holding Ortaklığı A.Ş ("Company").

In making donations and aids, the regulations of Turkish Commercial Code, Capital Market Law, Capital Market Board and the provisions of the Company's Articles of Association ("Articles of Association ") are complied with.

There is the necessary provision in our Articles of Association for making donation by our Company. Within the framework of this provision; the Company can make donations and aids to foundations, associations, universities that are socially-purposed organizations and to similar organizations in line with the principles determined by the Capital Market Board, without hindering its own purpose and subject. The upper limit of the donations to be made is determined by the General Assembly. No donation shall be made in excess of this limit. Donations made are added to the distributable profit base. Donations shall not constitute a violation of the hidden income shifting regulations of the Capital Market Law. Necessary material event disclosures are made regarding donations. Donations made during the year are submitted to the information of the shareholders at the General Assembly.

Our Company's managers and employees are also obliged to act in accordance with the rules regarding "social responsibility, advertising promotion and donations" set forth under the title of "Social Responsibility" in the "Eczacıbaşı Group Code of Conduct" booklet, which covers all organizations, managers and employees within Eczacıbaşı Group.

The Entire Eczacıbaşı Group Code of Conduct Booklet can be found at <https://www.eczacibasi.com.tr/Media/Upload/eczacibasi-toplulugu-davranis-kurallari.pdf>

Changes to the Policy are approved by the Board of Directors and submitted to General Assembly for review.

Revision Date	Revision No
27.12.2021	1

## **ECZACIBAŐI GROUP CODE OF CONDUCT BOOKLET**

### **SOCIAL RESPONSIBILITY SECTION**

*“Any kind of investment in art and culture is a direct contribution to the development of the society's social existence, economy, policy and whole self as well.”*

*Dr. Nejat F. Eczacıbaşı*

#### **Social responsibility projects**

The views of founder of our Group, Dr. Nejat F. Eczacıbaşı, PhD, that he defended and implemented throughout his life form the basic principles and tradition of our Group on social responsibility. As Eczacıbaşı Group, it is among our basic responsibilities to contribute to the development of social life in the fields of culture-art, education, science and sports. We carry out our social services through institutions which we directly establish or in which we take an active role in their establishment and management. As Eczacıbaşı Group, since our establishment in 1942, we have leaded many organizations and projects to introduce and spread the awareness of social responsibility in Turkey. We plan and implement our works in the field of corporate social responsibility by giving importance to "creativity", "continuity" and "harmony with corporate identity".

It is among the main responsibilities of the Corporate Communications Directorate that the social responsibility projects we develop reflect the values of the Group and are handled with a holistic approach. As Eczacıbaşı Group, we support our employees to volunteer for appropriate social activities that they will take part with a sense of social responsibility. In this context, it is essential that our employees obtain information and approval from the Corporate Communications Directorate regarding the social responsibility projects they will develop.

#### **Advertisement (promotion) and donations**

##### **Receiving advertisement (promotion) services and making donations**

Eczacıbaşı Group organizations may provide financial or moral support to another organization or institution by receiving advertisement (promotion) services or by making donation. The following criteria must be followed in getting advertisement (promotion) service and making donations.

- As Eczacıbaşı Group, we support donations and advertisement (promotion) service procurements that our organizations will realize with a sense of social responsibility.
- Each organization predetermines the limit of donations and advertisement (promotion) service procurements in its annual budget with the approval of the General Manager and the opinion of the Financial Affairs. When it comes to making a donation or receiving advertisement (promotion) services other than those determined in the budget, the organization has to submit this situation to the approval of the Corporate Communications Board. While it is essential to obtain the approval of the Corporate Communications Board in the procurement

of advertisement (promotion) services within the budget, it is sufficient to provide information in the case of donation.

The nature of advertisement (promotion) service procurements and donations shall be in line with the values of the Group, the Code of Conduct and social responsibility concept, and shall comply with the law. Advertisement (promotion) service procurements and donations must not be associated with any political activity or must not be made by considering any benefit.

- The legal documents to be received and given while making advertisement (promotion) service procurements and donations should be concluded in accordance with the content of the event. (For example: Although the term "sponsorship" is commonly used in the market, in cases where the actual scope of the event is advertisement-promotion, the term "sponsorship" must not be used in the contracts to be made and the documents to be arranged, but the expression "advertisement (promotion)" must be used). In this context, the opinion of your organization's Financial Affairs Unit shall be obtained while making donations, and you can also consult the Financial Affairs unit when you deem necessary for advertisement (promotion) service procurement. Correspondence and documents related to the process must be filed separately.

- Cash donations are certainly made to the bank account of the institution to which the donation will be made. If necessary, the bank's approval is obtained in this regard.

- A written advertisement (promotion) service contract which clearly indicates the scope and conditions of the advertisement (promotion) service must be signed with the person/institution from which advertisement (promotion) service is received, by obtaining the approval of your in-house lawyer or external lawyer.

- Donations which will be made to the public institutions shall be made in accordance with the applicable Public Ethics Legislation.

### **Providing Advertisement (promotion) service and receiving donations**

A donation or an advertisement (promotion) service procurement offer that may affect decisions to be made regarding the business, that may require compromises or create such an impression or that may be perceived as inappropriate and that is inconsistent with our Group values, cannot be accepted.