

**EİS ECZACIBAŞI İLAÇ, SINAI VE FİNANSAL YATIRIMLAR  
SANAYİ VE TİCARET A.Ş.  
CALL FOR ORDINARY GENERAL ASSEMBLY MEETING**

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.Ş. ("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

## **Agenda**

1. The Opening and election of the Meeting Chairmanship, authorization of the Meeting Chairmanship for signing the meeting 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,
3. Reading the Independent Audit Report for the accounting period of 2021, informing the General Assembly regarding the audit activity and its results,
4. Reading, negotiating, and submitting the Financial Statements for the accounting period of 2021 for approval of the General Assembly,
5. Release of the Board Members individually with regard to their activities in 2021,
6. Submission of the amended "Profit Distribution Policy" for the 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,
8. Informing shareholders regarding the "Remuneration Policy" determined for the Board Members and Senior Executives in accordance with the Corporate Governance Principles,
9. Election of new Board Members and Independent Board Members, determination of their terms of office and their remunerations,
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,
11. Discussing the amendment of Article 11 of the Articles of Association of the Company and reaching a final decision thereon,
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,
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,
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,
15. Wishes.

## PROXY FORM

### EİS ECZACIBAŞI İLAÇ, SINAI VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş.

I hereby appoint and authorize Mrs/Mr..... as my attorney authorized to represent me, to vote and make proposals in line with the views I express below and to sign the required papers at the Ordinary General Assembly of EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. to be held on Monday, April 18, 2022, at 09:00 hrs at Altın Damlası Meeting Room, within the Company Headquarters, located at Büyükdere Caddesi Ali Kaya Sokak, No:5 Levent - İstanbul

#### THE ATTORNEY'S (1);

Name & Surname/ Trade Name:

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

#### A) SCOPE OF THE REPRESENTATION AUTHORITY

For the below sections 1 and 2, one of (a), (b), or (c) options must be selected and scope of the powers for representation must be determined.

##### 1 On Issues in the General Assembly Agenda;

- The attorney is authorized to exercise vote in line with his/her own opinion.
- The attorney is authorized to exercise vote in line with the suggestions of the company management.
- The attorney is authorized to cast vote in line with instructions shown in the table below.

##### Instructions:

In the event that the shareholder chooses the option (c), instructions related to any particular agenda item shall be given by marking one of the options next to the relevant general assembly agenda item ("accept" or "reject"), in the event that the option "reject" is marked, by writing the dissenting opinion, if any, to be noted down in the minutes of the general assembly.

Articles of the Agenda	Accept	Reject	Dissenting Opinion
1. The Opening and election of the Meeting Chairmanship, authorization of the Meeting Chairmanship for signing the meeting 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			
3. Reading the Independent Audit Report for the accounting period of 2021, informing the General Assembly regarding the audit activity and its results			
4. Reading, negotiating, and submitting the Financial Statements for the accounting period of 2021 for approval of the General Assembly			
5. Release of the Board Members individually with regard to their activities in 2021			
6. Submission of the amended "Profit Distribution Policy" for the 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			
8. Informing shareholders regarding the "Remuneration Policy" determined for the Board Members and Senior Executives in accordance with the Corporate Governance Principles			
9. Election of new Board Members and Independent Board Members, determination of their terms of office and their remunerations			
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			
11. Discussing the amendment of Article 11 of the Articles of Association of the Company and reaching a final decision thereon			
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			

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;			
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			
15. Wishes			

Articles regarding information provision are not put to vote.

If the minority has a different decision draft, such draft is separately pointed out so that votes can be cast by proxy.

**2. Special instruction for other potential issues in General Assembly meetings and particularly for using minority rights:**

- a) The attorney is authorized to exercise vote in line with his/her own opinion.
- b) The attorney is unauthorized to exercise vote in such issues.
- c) The attorney is authorized to exercise vote in line with the following special instructions.

**SPECIAL INSTRUCTIONS;** Special instructions to be given by shareholder to the attorney/proxy, if any, shall be prescribed here.

**B) The shareholder selects one of the following options and defines the shares to be represented by the attorney/proxy.**

**1 I hereby approve the representation of my shares, defined in detail below, by my attorney/proxy.**

- a) Class and Series <sup>(1)</sup>:
- b) Number / Group <sup>(2)</sup>:
- c) Amount - nominal value:
- d) Share with voting power or not:
- e) Bearer - Registered <sup>(3)</sup>:
- f) Ratio of total shares/voting rights of the shareholder:

**2. I hereby approve the representation of all my shares, which are included in the list of shareholders prepared by CRA (MKK) one day before the date of the General Assembly, by my attorney who might attend the General Assembly.**

**SHAREHOLDER'S <sup>(1)</sup>:**

Name, Surname or Title:

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

Address:

SIGNATURE:

<sup>(1)</sup> It is imperative that the equivalents, if any, of information mentioned above be presented for foreign shareholders.

<sup>(2)</sup> Such information is not required for the shares which are followed up electronically.

<sup>(3)</sup> For the shares which are followed up electronically, information related to the group will be given instead of number.