

**INFORMATION DOCUMENT CONCERNING THE ORDINARY GENERAL BOARD MEETING PERTAINING TO THE YEAR 2021 DATED  
21.03.2022 OF THE COMPANY TITLED “CARREFOURSA CARREFOUR SABANCI COMMERCIAL CENTER INCORPORATED  
COMPANY”**

The Ordinary General Board of Shareholders Meeting for the year 2021 of our Company shall be held at the time 10:00 on the date 21<sup>st</sup> March 2022 Monday at the address Sabancı Center, Kule 2, 4. Levent, Beşiktaş, İstanbul in order to discuss the below-written matters on the agenda.

Our shareholders who have rights to participate in the general board meetings and the shares of whom are being monitored before the Central Securities Depository shall be able to attend the general board meeting which shall be held at the above-mentioned address either in person or through their representatives to be appointed or, if they desire so, they shall be able to participate in the general board meeting either in person or by means of their representatives to be appointed in electronic environment through the Electronic General Board Meeting System which is provided by the Central Securities Depository by means of using their secure electronic signatures as well.

The shareholders not only could authorize their representatives to represent them at the meeting by means of using the Electronic General Board Meeting System but also they could get Notary public approved the power of attorney form with the below-stated specimen or the power of attorney form which they could provide and download from the website address <http://www.carrefoursa.com> of our Company as well as the headquarter of our Company or by means of adding their own notary public approved signature circulars to the power of attorney form bearing their own signatures in the frame of the related provisions of the Announcement issue numbered II-30.1 of the Capital Markets Board.

In the General Board Meeting to be held physically;

- The real person shareholders should submit their identities,
- The legal entity shareholders should submit their authorization certificates together with the identities of the persons who are duly authorized and empowered to represent and bind the aforementioned legal entity in question,
- The representatives of the real persons or legal entities should submit their identity certificates,
- And the representatives who are authorized through the Electronic General Board Meeting System should submit their identities in order to attend the meeting by means of signing the list of attendance.

Our shareholders who shall participate in the general board meeting in electronic environment through the Electronic General Board Meeting System could get the necessary information about the related procedures and principles concerning the participation, appointment of representatives, making suggestions, announcement of opinions and voting through the website address <http://www.mkk.com.tr> of the Central Securities Depository.

The shareholders who want to participate in the meeting in electronic environment or their representatives have to perform their obligations in compliance with the related provisions of the “Regulation concerning the General Board Meetings to be held in electronic environment in the Incorporated Companies” which is published in the Official Gazette dated 28<sup>th</sup> August 2012 and issue numbered 28395 and the “Announcement about the Electronic General Board Meeting System to be implemented in the General Board Meetings of the Incorporated Companies” which is published in the Official Gazette dated 29<sup>th</sup> August 2012 and issue numbered 28396.

The Financial Statements for the year 2021 of our Company, the Board of Directors Reports and the Audit Reports, the Board of Directors Pre-Distribution Suggestion and the General Board Information document not only shall be accessible through the page “Investor Relations” at the website link <http://www.carrefoursa.com> which is the official website address of our Company and at the Electronic General Board Meeting System page at the website address of the Central Securities Depository but also shall be made available for examination at the headquarter of our Company at the above-written address. In addition to this, the information notes containing the necessary explanations in the coverage of the “Corporate Management Announcement” issue numbered II-17.1 of the Capital Markets Board together with the above-mentioned documents shall take part at the website address of our Company at the address <http://www.carrefoursa.com> beginning from the same date.

We kindly and respectfully request our valuable shareholders to attend the meeting at the stated date and time.

**Headquarter Address of the Company:**

Carrefoursa Plaza Cevizli Mh.

Rugay Yolu Cad. No:67/A Blok B

Maltepe / İstanbul

Telephone Number: 0216 655 00 00

Fax Number: 0216 655 00 50

Website address: [www.carrefoursa.com](http://www.carrefoursa.com)

**MEETING AGENDA OF THE ORDINARY GENERAL BOARD MEETING PERTAINING TO THE YEAR 2021 WHICH SHALL BE HELD ON  
THE DATE 21.03.2022 OF THE COMPANY TITLED "CARREFOURSA CARREFOUR SABANCI COMMERCIAL CENTER  
INCORPORATED COMPANY"**

- 1) Opening and formation of the Meeting Council,
- 2) Reading and discussion of the 2021 Annual Activity Report of the Board of Directors,
- 3) Reading of the Auditor reports concerning the year 2021,
- 4) Reading, discussion and approval of the Financial Statements for the year 2021,
- 5) Election of Board of Directors Members and determining their terms of duty,
- 6) Releasing the members of the Board of Directors for the activities in the year 2021,
- 7) Determination of the manner of use of the 2021 profit/loss,
- 8) Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,
- 9) Appointment of the Auditor for auditing of the Company's financial statements and reports related to the year of 2022 in accordance with the Turkish Commercial Code no. 6102 and Capital Markets Law No. 6362,
- 10) Informing the General Assembly about the Donations and Charity works made in 2021,
- 11) Determination of the upper limit of the donations to be made by the Company in the year 2022,
- 12) Granting the permissions to the Chairman and Members of the Board of Directors to perform the activities stated in the Articles 395 and 396 of the Turkish Commercial Code,
- 13) Wishes and Requests.

## OUR ADDITIONAL EXPLANATIONS IN THE COVERAGE OF THE SPK (CAPITAL MARKETS BOARD) REGULATIONS

Those which are related with the agenda articles from among the additional explanations which should be made in accordance with the “Corporate Management Announcement” issue numbered II-17.1 of the SPK (Capital Markets Board) have been already made in the related agenda article below and the general explanations are presented to the knowledge of our shareholders in this chapter as well:

- 1. Information about the Total Share Number and Voting Right reflecting the shareholding structure of the Company as of the date of making the explanation, if there is any privileged shares in the company capital, then the share number representing each privileged share group and their voting rights and the nature of such privileges:**

The registered capital ceiling of the company is 635.000.000.00 TL and it is divided into 63.500.000.000 registered shares with the nominal value of 1 Kurus for each share.

The issued capital of the company is 127.773.765.72 TL and it is paid up in full.

The current shareholding structure of the company is shown below.

### CarrefourSA Shareholding Structure

Commercial Title / Name and Surname of the Shareholder	Share in the Capital (TL)	Share Number	Share in the Capital (%)
Hacı Ömer Sabancı Holding A.Ş.	72.988.465.33	7.298.846.533	57.12
Carrefour Nederland B.V.	47.971.655.02	4.797.165.502	37.54
Other Shareholders	6.813.645.37	681.364.537	5.34
Total	127.773.765.72	12.777.376.572	100.00

In accordance with the 26<sup>th</sup> article of the Articles of Incorporation of CarrefourSA, the company shareholders cast their votes in proportion with the total nominal values of their own shares in accordance with the related provisions of the article 434 of the Turkish Commercial Code at the General Board meetings. There is no privileged and accumulated voting right in the Articles of Incorporation of the aforementioned company as well.

- 2. Information about the changes in the management and activities which may considerably affect the shareholding activities which are realized in the previous account period of the company and its subsidiaries or which are planned in the next account periods and the grounds of these changes:**

There is no management and activities realised in 2021 and/or planned in next account periods **which may considerably affect company activities in the year 2021**

We transferred all our par value share with the amount of 113.264.693.28 TL in our subsidiary titled “**ADANA GAYRİMENKUL GELİŞTİRME VE İŞLETME ANONİM ŞİRKETİ**” (ADANA IMMOVABLE PROPERTY DEVELOPMENT AND OPERATION INCORPORATED COMPANY) which is registered in the registration number **942375-0** of Istanbul Trade Registry Directorate to third parties at the date of 03.09.2021 and so that our company has no more shareholding and/or subsidiary share left.

- 3. If there is any dismissal, change or election of the members of the board of directors on the meeting agenda of the general board meeting; then the grounds of dismissal and change, the resumes of the persons who sent their candidate status for the membership of the board of directors to the company, the duties which were carried out within the last ten years period of time and their reasons of leaving, nature and importance level of the relationship with the company and the associated parties of the company, whether they have independent nature or not and in case these persons are elected as the members of the board of directors of the company, then the necessary information about the similar other matters which may affect the company activities:**

The person named Nusret Orhun Köstem is elected upon the resignation of Barış Oran who is the member of the board of directors of the company in accordance with the Board of Directors Decision dated 05.05.2021 and issue numbered 1951,

The person named Burak Turgut Orhun is elected upon the resignation of Tamer Saka who is the member of the board of directors of the company in accordance with the Board of Directors Decision dated 10.05.2021 and issue numbered 1955,

The person named Bülent Bozdoğan is elected upon the resignation of Emin Hakan Eminsoy who is the member of the board of directors of the company in accordance with the Board of Directors Decision dated 14.09.2021 and issue numbered 1980, (independent member)

The above-stated appointments are registered and announced and this matter shall be presented to the approval of the general board.

- 4. The requests of the shareholders of the company which are sent in written form to the investor relations department concerning inserting agenda article on the agenda, in cases the agenda suggestions of the company shareholders are not accepted by the board of directors of the company, then the unaccepted suggestions and their reasons of refusal:**

None.

- 5. Information about the requests concerning inserting agenda articles on the agenda by the shareholders, Capital Markets Board or the Other Public Organizations and Corporations:**

The company shareholders, Capital Markets Board or the other public organizations and corporations did not make any request concerning inserting any additional article on the meeting agenda for the Ordinary General Board meeting in which the activities for the year 2021 shall be discussed.

- 6. In case there is any modification of the articles of incorporation on the agenda, then the related board of directors decision and also the previous and current versions of the modifications of the articles of incorporation of the company:**

None.

#### **EXPLANATIONS CONCERNING THE AGENDA ARTICLES OF THE ORDINARY GENERAL BOARD MEETING**

##### **Agenda Article 1 – Opening and Forming the Meeting Chairmanship**

The Chairman of the Board of Directors of the company chairs the General Board meetings in accordance with the Turkish Commercial Code (hereinafter referred to “**TCC**”) issue numbered 6102, the Regulation regarding the Procedure and Principles of the General Board Meetings of the Incorporated Companies, the related provisions of the Regulation about the Representatives of the Ministry of Commerce (hereinafter referred to the “**Regulation**”) who shall attend these meetings and the 20<sup>th</sup> article of the Articles of Incorporation of the Company. In case the chairman is not present in the meeting, then this duty is performed by the Deputy of the Chairman of the Board of Directors. In case of absence of these persons, the person who shall chair shall be elected from among the shareholders with the majority of the votes of the attending shareholders. The chairman specifies the vote collection officer if it is considered necessary with the clerk of record and then forms the chairmanship accordingly.

##### **Agenda Article 2 – Reading and discussing the Board of Directors Activity Report pertaining to the year 2021**

The necessary information shall be provided about the Board of Directors Activity Report for the year 2021 which includes the Report of Compliance with the Corporate Management Principles which is presented for the examination of our shareholders at the headquarter address of our Company, at the Electronic General Board Meeting portal of the Central Securities Depository (MKK) and the website address [www.carrefoursa.com](http://www.carrefoursa.com) as the official website address of the aforementioned company for twenty one (21) days period of time before the General Board Meeting and then it shall be presented to the opinions of our shareholders properly.

##### **Agenda Article 3 – Reading the Auditor Reports pertaining to the year 2021,**

The necessary information shall be provided to the General Board about the Auditor Reports which are prepared by “KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.” (KPMG Independent Audit and Chartered Accountancy Financial Counseling Incorporated Company) which is chosen and appointed in order to audit the activities pertaining to the year 2021 according to the related provisions of the Turkish Commercial Code, which are presented to the examination of our shareholders at the headquarter address of our Company, at the Electronic General Board Meeting portal of the Central Securities Depository (MKK) and the website address [www.carrefoursa.com](http://www.carrefoursa.com) as the official website address of the aforementioned company for twenty one (21) days period of time before the General Board Meeting and then the related reports shall be presented to the opinions of our shareholders properly.

**Agenda Article 4** – Reading, discussing and approving the Financial Statements pertaining to the year 2021,

The necessary information shall be provided to the General Board about the financial statements pertaining to the year 2021 which are presented to the examination of our shareholders at the headquarter address of our Company, at the Electronic General Board Meeting portal of the Central Securities Depository (MKK) and the website address [www.carrefoursa.com](http://www.carrefoursa.com) as the official website address of the aforementioned company for twenty one (21) days period of time before the General Board Meeting, in the frame of the Turkish Commercial Code, the Capital Market Law issue numbered 6362 and the arrangements relating to the Regulation, and then the related reports shall be presented to the opinions of our shareholders properly.

**Agenda Article 5** – Discussing and deciding on the appointments which are made to the Board of Directors Membership positions which became vacated within the year.

The appointments which are made to the memberships which became vacated due to the resignations from the Memberships of the Board of Directors of our Company shall be presented to the approval of the General Board.

**Appendix-3** (Resumes and Statement of Independence of relevant board members.)

**Agenda Article 6** – Acquitting the Members of the Board of Directors because of the activities for the year 2021,

The acquittal of the Members of the Board of Directors because of the activities for the year 2021 in the frame of the Turkish Commercial Code, Regulation, our General Board Internal Directive and the Capital Market Law and the related other regulations and arrangements shall be presented to the approval of the General Board.

**Agenda Article 7** – Determining the usage methods of the profit / loss of the year 2021,

Because of the fact that there is the “Terminal Net Loss” with the amount of 430.492.902.00 Turkish Lira in our financial statements pertaining to the account period between the dates 01.01.2021-31.12.2021 which are prepared in accordance with the “Announcement concerning the Financial Reporting in the Capital Market” (II-14.1) of the Capital Markets Board (SPK) by our Company and which are audited by the independent audit by the company titled “KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.” (KPMG Independent Audit and Chartered Accountancy Financial Counseling Incorporated Company) shall be presented by the Board of Directors of our Company to the knowledge and approval of the company shareholders in the Ordinary General Board Meeting to be held and performed on the date 21.03.2022. The profit distribution table of the company takes part in the **Appendix-2**.

**Agenda Article 8** – Determining the wages of the Members of the Board of Directors as well their rights such as the right of attendance, bonus payments and premiums,

The monthly gross wage to be paid to the Members of the Board of Directors of the aforementioned company shall be specified and determined by the General Board.

In this context, the matter of paying 26.000-TL (twentysixthousandTurkishLira) monthly gross wage to the Independent members of the Board of Directors until the end of their assignment shall be presented to the approval of the General Board.

**Agenda Article 9** – Appointment of the Auditor for the purpose of auditing the Financial Statements and Reports of the Company for the year 2022 in accordance with the Turkish Commercial Code issue numbered 6102 and the Capital Markets Law issue numbered 6362,

It is decided to suggest the company titled “KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.” (KPMG Independent Audit and Chartered Accountancy Financial Counseling Incorporated Company) shall for the appointment of the Auditor in the General Board meeting in order to audit the financial statements and reports in the period of the year 2022 of our Company and to carry out the other activities in the coverage of the related regulations and arrangements in this law, in

compliance with the principles which are specified in accordance with the Turkish Commercial Code issue numbered 6102 and the Capital Market Law issue numbered 6362, by means of taking into consideration the recommendation of the Committee responsible for Audit of our Board of Directors, in compliance with the Turkish Commercial Code and the Capital Market Law regulations and arrangements and then this election shall be presented to the approval of the General Board accordingly.

**Agenda Article 10** – Providing information to the General Board about the Donations and Aids which are made within the year 2021,

It is necessary to present the donations which are made in the year to the knowledge of the company shareholders at the General Board meeting in accordance with the 6<sup>th</sup> article of the Announcement issue numbered 19.1 of Series II of the Capital Markets Board. The donations with the amount of 889.370.00 TL were made within the year 2021 in the frame of the provisions relating to making donations in the frame of the Capital Market Regulation to the universities, educational institutions, foundations, public-benefit associations or to similar other persons and organizations, taking part in the paragraph (q) of the 3<sup>rd</sup> article of the articles of incorporation of our company.

**Appendix-4** (List of Donation Beneficiaries)

**Agenda Article 11** – Determining the limitation of the donations to be made within the year 2022 by the Company,

The limitation of the donation to be made within the year 2022 shall be specified and determined by the General Board in accordance with the 5<sup>th</sup> clause of the 19<sup>th</sup> article of the Capital Market Law issue numbered 6362.

**Agenda Article 12** – Allowing the Chairman and Members of the Board of Directors to carry out and perform the transactions which are written in the articles 395 and 396 of the Turkish Commercial Code properly and accordingly.

The members of the Board of Directors of our company are possible to carry out and perform the transactions only with the approval of the General Board of the company in the frame of the 395<sup>th</sup> article titled “Prohibition of performing transaction with the company and borrowing to the company” and the 396<sup>th</sup> article titled “Prohibition of Competition” of the Turkish Commercial Code. Granting the mentioned permission shall be presented to the approval of our shareholders in the General Board meeting, for the purpose of performing the requirements of these regulations and arrangements properly and accordingly as well.

**Agenda Article 13** – The closing shall be made with the Wishes and Good Desires.

**APPENDIX:**

Appendix-1: Power of Attorney Specimen

Appendix-2: Profit Distribution Table

Appendix-3: Resumes and Statement of Independence of relevant board members

Appendix-4: List of Donation Beneficiaries

## Appendix-1

### POWER OF ATTORNEY TO THE BOARD OF DIRECTORS CHAIRMANSHIP OF THE COMPANY TITLED "CARREFOURSA CARREFOUR SABANCI COMMERCIAL CENTER INCORPORATED COMPANY"

I herewith appoint \_\_\_\_\_ who is identified below in full details in order to be authorized to represent me in accordance with the below-stated opinions, to cast votes, to make suggestions and to sign the required documents and papers at the Ordinary General Board Meeting for the year 2021 to be held and performed at the address Sabancı Center, Kule 2, 4. Levent, Beşiktaş, Istanbul at the time 10:00 on the date 21.03.2022 of the company titled "Carrefoursa Carrefour Sabancı Ticaret Merkezi A.Ş." (Carrefoursa Carrefour Sabancı Commercial Center Incorporated Company".

Representative (\*);

Name and Surname / Commercial Title:

Republic of Turkey Identification Number / Taxation Number, Trade Registry and Number and Mersis Number:

(\*) If any, the equivalent ones of the mentioned information should be presented for the representatives with the foreign nationalities.

#### A) SCOPE OF THE REPRESENTATION POWER

One of the options (a), (b) and (c) should be marked for the sections 1 and 2 as given below in order to specify the scope of the representation power.

1. About the matters which take part in the general board meeting agenda;
  - a) The representative is authorized to cast votes in accordance with his / her own opinion.
  - b) The representative is authorized to cast votes in accordance with the partnership opinion.
  - c) The representative is authorized to cast votes in accordance with the following instructions.  
Instructions: In case the option (c) is chosen by the company shareholder, then the one of the corresponding options shall be marked (acceptance or refusal) in the related general board meeting agenda articles relating to the instructions regarding the agenda articles and in case the refusal option is chosen, then the annotation of opposition which is requested to be written into the general board meeting minutes should be also stated.

Serial Number	Agenda Articles	Acceptance	Refusal	Annotation of Opposition
1)	Opening and formation of the Meeting Council,			
2)	Reading and discussion of the 2021 Annual Activity Report of the Board of Directors,			
3)	Reading of the Auditor reports concerning the year 2021,			
4)	Reading, discussion and approval of the Financial Statements for the year 2021,			
5)	Election of Board of Directors Members and determining their terms of duty,			
6)	Releasing the members of the Board of Directors for the activities in the year 2021,			
7)	Determination of the manner of use of the 2021 profit/loss,			
8)	Determination of the salaries, attendance fees, bonus, premium and similar rights to be paid to the members of the Board of Directors,			
9)	Appointment of the Auditor for auditing of the Company's financial statements and reports related to the year of 2022 in accordance with the Turkish Commercial Code no. 6102 and Capital Markets Law No. 6362,			
10)	Informing the General Assembly about the Donations and Charity works made in 2021,			
11)	Determination of the upper limit of the donations to be made by the Company in the year 2022,			
12)	Granting the permissions to the Chairman and Members of the Board of Directors to perform the activities stated in the Articles 395 and 396 of the Turkish Commercial Code,			
13)	Wishes and Requests.			

2. **Special instruction concerning the other subjects which may occur in the General Board meeting and using the minority rights in particular:**

- a) The representative is authorized to cast votes in accordance with his / her own opinion.
- b) The representative is not authorized to represent on these subjects.
- c) The representative is authorized to cast votes in accordance with the below-stated special instructions.

**SPECIAL INSTRUCTIONS:** If any, the special instructions to be given to the representative by the shareholder are stated here.

**B) The company shareholder chooses one of the below-stated options and then states the shares which are requested to be represented by the representative.**

**1. I approve the below-detailed shares to be represented by the representative.**

- a) Order and Series: \*
- b) Number/Group: \*\*
- c) Item-Nominal Value:
- d) Whether there is privilege in the vote or not:
- e) Registered share / Bearer share: \*
- f) Proportion to the total shares / voting rights owned by the shareholder:

\* This information is not requested for the shares which are monitored by record.

\*\* The information concerning the group shall be stated, if any, instead of number for the shares which are monitored by record.

**2. I approve all of my shares taking part in the list concerning the company shareholders who are entitled to participate in the general board meeting as prepared by MKK one day before the General Board meeting to be represented by the representative.**

**NAME AND SURNAME OR TITLE OF THE SHAREHOLDER (\*):**

Republic of Turkey Identity Number / Tax Number, Trade Registry and Number and Mersis Number:

Address: \_\_\_\_\_

(\*) For the shareholders with foreign nationalities, the equivalent information of the above-mentioned information should be presented.

**SIGNATURE**



## Appendix 2

CARREFOURSA CARREFOUR SABANCI TİCARET MERKEZİ A.Ş. DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2021 (TRY)		
1. Paid-in Capital		127.773.766
2. General Legal Reserves (As per Turkish GAAP)		19.007.069
If there is a privilege in profit distribution pursuant to the articles of association, information on the said privilege		NA
	As per IFRS	As per Turkish GAAP
3. Profit / Loss	-446.977.871	-176.976.875
4. Taxes (-)	-16.484.969	0
5. Net Loss for the Period (=)	-430.492.902	-176.976.875
6. Previous Years' Losses (-)	0	0
7. General Legal Reserves (-)	0	0
8. Net Distributable Profit for the Period	0	0
9. Donations Granted During the Year (+)	889.370	889.370
10. Net Distributable Profit Including Donations	0	0
11. First Category Dividend for Shareholders	0	0
* Cash	0	0
* Share	0	0
12. Dividends Distributed to Privileged Shareholders	0	0
13. Other Dividends Distributed	0	0
* Employees	0	0
* Members of Board of Directors	0	0
* Non-Shareholders	0	0
14. Dividends Distributed to the Holders of Usufruct Right Certificates	0	0
15. Second Category Dividend for Shareholders	0	0
16. General Legal Reserves	0	0
17. Status Reserves	0	0
18. Special Reserves (According to the Article of 5/1-e of Corporate Tax Law)	0	0
19. Extraordinary Reserves	0	0
20. Other Resource Planned for Distribution	0	0
Dividend Rates Table for The Year 2021		

Share Group	Total Dividend Amount – Cash (TRY) - NET	Total Dividend Amount - Shares (TRY)	Total Dividend Amount / Net Distributable Profit for the Period (%)	Dividend Per Share of TRY 1 Nominal Value – Amount NET	Dividend Per Share of TRY 1 Nominal Value – Ratio NET
- - -	0	0	0	0	0
TOTAL	0	0	0	0	0

### **Appendix-3**

#### **NUSRET ORHUN KÖSTEM**

##### **CHAIRMAN OF THE BOARD OF DIRECTORS**

Orhun Köstem graduated from the Mechanical Engineering program of the Middle East Technical University in 1991 and studied MBA in the Middle East Technical University and then completed his postgraduate study in Bilgi University in the fields of Finance and Company Law. Mr. Köstem joined the Anadolu Group in 1994 where he spent a substantial part of his professional career of 28 years and worked in Anadolu Efes between the years of 1994-2008 respectively as the Project Development Specialist, Business Development Manager, Investor Relations Manager, Corporate Financing and Investor Relations Manager and Corporate Financing and Investor Relations Director. Being appointed as the CFO in Efes Breweries International in 2008, Mr. Orhun Köstem worked as the Corporate Finance Coordinator of the Anadolu Group in 2009. Mr. Orhun Köstem continued his career in Coca-Cola İçecek (CCI) and acted as the CFO of Coca-Cola İçecek between the years of 2010-2016 and as the Regional Director of Coca-Cola İçecek for the Middle East and Pakistan between the years of 2017-2018. Mr. Köstem has been appointed as the CFO of Sabancı Holding and Chairman of the Board of Directors of our Company as from 01.07.2021 after his position in Anadolu Efes as the CFO which was assumed starting from 2019.

#### **BURAK TURGUT ORHUN**

##### **BOARD MEMBER**

Mr. Burak Orhun completed his undergraduate study in the Economics department of Boğaziçi University and took his master's degrees from George Washington University in the USA in Finance (MsF) and University of Pennsylvania-Wharton Business School in Business Management (MBA). Starting his career in Mercedes Benz Türk A.Ş. as the Financial Planning and Analysis Specialist, Mr. Orhun undertook various management positions respectively in Thomson Corporation (Reuters), Capital One Financial and CadenceQuest, Inc. in the USA including Finance Director, Portfolio Management Director, Corporate Development Director and Deputy General Director of Financial Affairs following his postgraduate study. With a responsibility for all company purchase and sales (M&A) and new investment projects of Oyak Group between 2009-2018, he acted as the General Director of Oyak Girişim Danışmanlığı and Oyak Sermaye Yatırımları and he simultaneously engaged in the positions of executive, managing member and chairman of the board of directors in national and international chemistry and energy companies of Oyak Group. He acted as the Head of the Strategy and Business Development in Sabancı Holding between September 2018-May 2021 and appointed as Head of Construction Materials Department. He has been working as the Board member at group subsidiaries such as SabancıDX and Kordsa as well. Burak Orhun was appointed as the Board Member of CarrefourSA on 12.05.2021 and he has been in charge of this position since then.

#### **BÜLENT BOZDOĞAN**

##### **BOARD MEMBER (Independent Member)**

Bülent Bozdoğan was born in 1956. After graduating from the Business Management program of the Middle East Technical University, he started to work in PwC as the Senior Auditor in 1980. He acted as a manager in various commercial and financial departments of Unilever Turkey from 1982 to 1991. He worked as the Deputy General Manager of Brisa Bridgestone Tire Co., the Joint Venture of Sabancı Holding and Bridgestone Japan, in charge of Finance, Planning and Control in October 1991. In January 2001, he continued his career in KordSA Global A.Ş., the joint venture of DuPont USA and the Sabancı Group as the Global CFO and Vice President. He started to work as the Senior Audit Manager of Sabancı Holding A.Ş. in charge of auditing 20 different group companies in 2009 and managed and coordinated the audit teams of each company. Mr. Bozdoğan retired at the age of 62 pursuant to the internal directive of Sabancı Holding following his 26 years of business experience in Sabancı. He started to work in Dedeman Holding as the CEO in charge of Mining and Tourism Enterprises for 2 years and left the office at the end of this period. He started to work as the Independent Board Member and Audit Director of Borusan Mannesman Boru A.Ş. being a Turkish-German joint venture in July 2020 and he has still been in these positions. He became the Independent Board Member of Kordsa Indonesia in October 2020 and he has still been in this position as well. He has been appointed as the Independent Board Member of CarrefourSA on 14.09.2021 and in charge of this position since then.

## STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **CARREFOURSA CARREFOUR SABANCI TİCARET MERKEZİ A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

**a)** In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,

**b)** In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,

**c)** I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,

**d)** I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,

**e)** I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,

**f)** I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

**g)** I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,

**h)** I have not served as a member of the Board of the Company for more than six years within last ten years,

**i)** I am not registered in the name of any legal entity elected as a Board member,

**j)** I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of the Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

(Signature)  
Bülent BOZDOĞAN  
14.09.2021

### Appendix-3

[illegible]