

**EİS ECZACIBAŞI İLAÇ, SINAI VE FİNANSAL YATIRIMLAR  
SANAYİ VE TİCARET A.Ş.  
INFORMATION DOCUMENT ON  
2025 ORDINARY GENERAL ASSEMBLY**

The Ordinary General Assembly Meeting of our Company for the financial year 2025 will be held on Thursday, **30 April 2026** at **09:00** a.m. at Wyndham Grand İstanbul Levent Hotel Hezarfen Hall at the address Esentepe, Büyükdere Cd. No:177-183, 34394 Şişli/İstanbul, to discuss the agenda set forth below.

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

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

For the General Assembly Meeting to be held physically;

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

and by signing the list of attendants.

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

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

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

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

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

The Financial Statements of our Company for 2025, the Independent Audit Report, the Corporate Governance Compliance Report, the Board of Directors' Annual Activity Report containing the Sustainability Compliance Framework Statement, the Sustainability Report containing statements made in accordance with the Sustainability Report format set forth under the decision of CMB dated 23.06.2022 and numbered 34/977 and the profit distribution proposal of the Board of Directors, Sustainability Report in accordance with the Türkiye Sustainability Reporting Standards (TSRS), including our disclosures prepared within the scope of the TSRS issued by the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Türkiye (KGK) for the year 2024 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, on the Public Disclosure Platform and in the e-GKS.

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

Kindly submitted to the information of the esteemed shareholders.

Yours sincerely,

## **BOARD OF DIRECTORS**

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

Trade Registry and Number: Istanbul Trade Registry Directorate - 44943

Mersis (Central Registration System) No: 0326001968500011

## OUR ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS

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

### 1. Shareholding structure and voting rights

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

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

Shareholders	Share Amount (TRY)	Shareholding Ratio (%)	Number of Shares and Voting Right	Number of Shares and 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.	209,803,928.39	30.62	20,980,392,839	30.62
Publicly-held	128,610,611.18	18.76	12,861,061,118	18.76
<b>Total</b>	<b>685,260,000.00</b>	<b>100.00</b>	<b>68,526,000,000</b>	<b>100.00</b>

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

Pursuant to the share transfer agreement signed on 05.04.2024 regarding the transfer of our 50% shareholding in Eczacıbaşı Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. to Curium International Trading B.V., the sale and transfer transactions were completed as of 27.03.2025, and we no longer hold any shares in Eczacıbaşı-Monrol.

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 to add an item to the agenda:

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

**OUR EXPLANATIONS ON THE AGENDA ITEMS  
OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE  
YEAR 2025  
DATED 30 APRIL 2026**

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

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

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

**2. Reading, negotiating and submitting the Annual Report for the Year 2025 prepared by the Company's Board of Directors for the approval of the General Assembly**

Within the framework of the TCC, the Regulation and the Capital Markets Law and the relevant legislation, information will be provided on the profit distribution proposal of the Board of Directors, the Corporate Governance Compliance Report, the Sustainability Compliance Framework Statement, 2025 Annual Activity Report including the Sustainability Report containing statements made in accordance with the Sustainability Report format set forth under the decision of CMB dated 23.06.2022 and numbered 34/977 to our shareholders for their opinions and approval, three weeks prior to the General Assembly meeting, at the Company Headquarters, in the investor relations section of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) websites, in the Public Disclosure Platform and in the e-GKS.

**3. Reading the Independent Audit Report Summary for the accounting period of 2025, informing the General Assembly regarding the audit activity and its results**

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

**4. Reading, negotiating, and submitting the Financial Statements for the accounting period of 2025 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. Reading, negotiating and submission of the 2024 TSRS Compliant Sustainability Report to the approval of the General Assembly**

The 2024 TSRS-Compliant Sustainability Report made available for the review of our shareholders for a period of three weeks prior to the General Assembly Meeting at the Company Headquarters, on the investor relations sections of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr), and on the Public Disclosure Platform, and for which the mandatory sustainability assurance audit has been completed by RSM Turkey Uluslararası Bağımsız Denetim Anonim Şirketi will be presented to the General Assembly for information and submitted for the opinion and approval of our shareholders.

**6. Releasing the Board Members individually with regard to their activities in 2025**

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 2025 will be submitted for the approval of the General Assembly.

**7. Discussing and resolving on the Board of Directors' profit distribution proposal prepared in accordance with the Company's Profit Distribution Policy**

Taking into consideration our Dividend Distribution Policy, the Company's current profitability and cash position, equity ratio, net working capital requirement, long-term strategies, investment and financing plans, cash flows, market conditions and expectations, the proposal to distribute cash dividends amounting to TRY 1,200,000,000 will be submitted to the shareholders for approval. The profit distribution table is given in **ANNEX-1**.

**8. Informing the shareholders about the "Remuneration Policy" determined for the Members of the Board of Directors and Senior Managers**

In accordance with principal No 4.6.2 of the "Communiqué on Corporate Governance" No II-17.1 of the CMB, remuneration principles for the Board Members and senior managers of our Company have been documented in written form as "Remuneration Policy" and will be presented to the information of shareholders in the General Assembly Meeting as a separate clause and there will be the opportunity to give their opinion on this issue. "The "Remuneration Policy" prepared for this purpose is presented in **ANNEX-2**. The information about the benefits that calculated according to purchasing power as of 31.12.2025 provided to the Board Members is given in footnote No. 9 of our financial statements for the 2025 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, the Regulation, and CMB regulations and within the framework of the principles on the election of Board Members stated in our Articles of Association, their term of office will be determined and new members will be elected instead of the Board Members whose term of office is expired. In addition, independent member selection will be carried out in order to comply with the Communiqué on Corporate Governance No II-17.1 of the CMB.

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

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

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

Our Company has been informed that the CMB has decided not to express any dissenting opinion about İhsan Rifat Öktem and Erol Ulukutlu, who were nominated as Independent Board Member candidates, in its letter dated 26 January 2026.

Our nominees for the Board of Directors to be submitted to the approval of the shareholders in the General Assembly are: F. Bülent Eczacıbaşı, R. Faruk Eczacıbaşı, Emin Fadilloğlu, İpek Güleç, İhsan Rifat Öktem (Independent Member) and Erol Ulukutlu (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 2026 will be determined by our shareholders.

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

**10. Election of the Independent Audit Company proposed by the Board of Directors to audit the financial reports of Our Company for the fiscal year 2026 and to perform other activities within the scope of the relevant**

## **regulations within the framework of Article 399 of the Turkish Commercial Code and Capital Markets Board regulations**

In accordance with the Turkish Commercial Code and the Capital Markets Board regulations, in our Board of Directors' meeting on 27 March 2026, by taking the opinion of the Audit Committee, it has been decided to propose DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit financial reports in the Company's accounting period of 2026 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. Selection of the audit firm authorized in the field of sustainability, as proposed by the Board of Directors, to carry out the mandatory assurance audit of TSRS-compliant Corporate Sustainability Reports for the year 2026 and other activities within the scope of the relevant regulations, in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority**

Pursuant to the Board Decision on Making Assurance Audits for Sustainability Reports Mandatory, published by the Public Oversight, Accounting and Auditing Standards Authority ("KGK") in the Official Gazette dated 05 September 2024 and numbered 32653, it has been proposed by the Board of Directors to select RSM Turkey Uluslararası Bağımsız Denetim Anonim Şirketi to conduct assurance audits and other activities within the scope of the relevant regulations for the sustainability reports for 2026, and this proposal will be submitted to the approval of the General Assembly.

### **12. Informing the shareholders about the donations and grants made during the year of 2025 and setting an upper limit for donations and grants to be made in 2026**

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

In accordance with the Corporate Governance Policy No. 1.3.10 presented in the annex of the Communiqué on Corporate Governance No. II.17.1 of the Capital Markets Board; in line with the policy approved by the General Assembly, information is provided to the shareholders regarding the amount and beneficiaries of all donations within the period and about the policy changes in the General Assembly meeting with a separately dedicated agenda item. In 2025, our Company donated TRY 1,300 to the Türk Eğitim Vakfı, totalling TRY 1,300 according to the purchasing power as of 31.12.2025. In addition, the maximum limit of donations to be made in 2026 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 2025 in accordance with the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board**

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 18 of our Consolidated Financial Tables dated 31 December 2025.

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

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

In order to fulfil the requirements of this regulation, it will be informed that there were no transactions of this nature in 2025.

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

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

**16. Wishes.**

**ANNEXES:**

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

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

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

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

At the meeting of our Board of Directors dated 27.03.2026;

Regarding the accounting period 01.01.2025-31.12.2025 of our company, it has been determined that:

- i. According to the independently audited consolidated financial statements prepared on the basis of Turkish Financial Reporting Standards ("TFRS") in accordance with the Capital Markets Board's "Communiqué on Principles Regarding Financial Reporting in Capital Markets" numbered II - 14.1, the consolidated net distributable profit attributable to the parent company shares is TRY 2,088,766,000, and the net distributable profit including donations is TRY 2,088,767,300,
- ii. According to the statutory financial statements prepared in accordance with the provisions of the Tax Procedure Law ("TPL"), the net profit for the period is TRY 2,534,762,542. After deducting prior year commercial losses amounting to TRY 334,515, the distributable profit base has been calculated as TRY 2,534,428,027. In addition to this amount, the statutory financial statements prepared in accordance with the TPL indicate prior year losses amounting to TRY 13,986,775,693 arising from inflation adjustment practices. However, there is a sufficient amount of Inflation Adjustment Differences under Equity Accounts to offset the total amount of TRY 13,986,775,693 TL, within this scope, according to the financial statements prepared based on the TPL records, there is a net distributable profit of TRY 2,534,428,027,
- iii. According to the first paragraph of Article 519 of the Turkish Commercial Code, the general legal reserve to be set aside at a rate of 5%, as the amount in the legal records has reached 20% of the issued capital, no general legal reserve will be allocated for the year 2025 under this provision.

Taking into account the above-mentioned matters, regarding the distribution of our Company's profit for the fiscal year 2025, and in accordance with the Capital Markets Legislation, the provisions of the Articles of Association, and our Profit Distribution Policy, it has been resolved that the following profit distribution proposal be submitted for the approval of our shareholders at the Ordinary General Assembly Meeting to be held for the year 2025:

- 1) To distribute a cash dividend amounting to TRY 1,200,000,000, corresponding to 175% of the Company's issued capital,
- 2) Allocation of the legal reserve to be set aside in accordance with Article 519, Paragraph 2, Subparagraph (c) of the Turkish Commercial Code,
- 3) According to the financial statements prepared in accordance with TFRS, the total cash dividend of TRY 1,200,000,000 to be paid to shareholders will be covered from the net distributable profit for the period and the remaining amount to be transferred to retained earnings,
- 4) According to the statutory records prepared in accordance with the provisions of TPL, the offsetting of past year commercial losses amounting to TRY 334,515 against the current year's profit, however, in line with tax regulations, no offsetting shall be made among the equity items arising from inflation adjustments; and that the total cash payments amounting to TRY 1,200,000,000 shall be fully covered from the current year profit, with the remaining TRY 336,571,501 to be transferred to the extraordinary reserves account,
- 5) To pay dividends to our full taxpayer real person shareholders and our limited taxpayer real and legal person shareholders at the net rate found after deducting the withholding tax rates in the tax laws, with giving gross 175% in cash to a share with a nominal value of TRY 1,
- 6) To start the distribution on 6 May 2026,

EİS ECZACIBAŞI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş. DIVIDEND DISTRIBUTION TABLE FOR 2025 (TL)			
1.	Paid-in/Issued Capital		685.260.000
2.	Total Legal Reserves (According to Legal Records)		137.052.000
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	2.982.057.000	2.727.595.892
4.	Taxes Payable (-)	894.237.000	192.833.350
5.	Net Current Period Profit (=)	2.088.766.000	2.534.762.542
6.	Losses in Previous Years (-)	0	334.515
7.	Primary Legal Reserve (-)	0	0
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	2.088.766.000	2.534.428.027
9.	Donations Made During The Year (+)	1.300	0
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated	2.088.767.300	2.534.428.027
11.	First Dividend to Shareholders		
	- Cash	208.876.730	34.263.000
	- Stock	0	0
	- Total	208.876.730	34.263.000
12.	Dividend Distributed to Owners of Privileged Shares	0	0
13.	Other Dividend Distributed	0	0
	- To the Members of the Board of Directors	0	0
	- To the Employees	0	0
	- To Non-shareholders	0	0
14.	Dividend to Owners of Redeemed Shares	0	0
15.	Second Dividend to Shareholders	991.123.270	1.165.737.000
16.	Secondary Legal Reserves	116.573.700	116.573.700
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	772.192.300	336.571.501
20.	Other Distributable Resources	0	0
	- Extraordinary Reserves	0	0
		0	0

**INFORMATION ON DIVIDEND PER SHARE**

	SHARE GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE CURRENT PERIOD PROFIT RATIO (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
		CASH (TL)	STOCK (TL)		NET (TL)	NET (%)
NET	-	1.020.000.000	0	48,83	1,4885	149

(\*) The net values of dividends per share have been calculated with the assumption that the dividends are distributed to the full taxpayer real person shareholders and there is no earning that is subject to any exemption in the distribution, thus accepting the withholding rate at 15% in accordance with the Presidential Decision dated 21/12/2024 and numbered 2024/9286.

(\*\*) The net profit of the parent company is considered as the net distributable current period profit.

(\*\*\*) Following the sale of our 50% shareholding in Eczacıbaşı Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş., 50% of the share sale gain, amounting to TRY 881,282,826, has been transferred to a special fund account in order to benefit from the exception specified in subparagraph (e) of paragraph (1) of Article 5 of the Corporation Tax Law No. 5520. This amount is included in the "Statutory Period Profit" under the "According to Legal Records" column in the table; however, as the relevant exempt income has been transferred to the fund account, it is not taken into account in the subsequent calculations made in accordance with the legal records (TPL).

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

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

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

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

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

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

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

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

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

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

Furthermore, with the performance-based wage (variable wage) management implemented in our company; it is sought to encourage our employees to display superior performance by rewarding success with annual and long-term incentive bonuses and to establish a fully target-oriented performance culture in our company, in order to support the realisation of our company's goals for creating a long-term sustainable value along with its financial success and achievement of business results above these goals.

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

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

### **F. Bülent Eczacıbaşı**

Eczacıbaşı Holding Chairperson Bülent Eczacıbaşı received his bachelor's degree in chemistry from Imperial College London and his master's degree in chemical engineering from the Massachusetts Institute of Technology. He began his professional career in 1974 at the Eczacıbaşı Group. He served as Chairperson of the Board of the Turkish Industry and Business Association (TÜSİAD) from 1991 to 1993, Chairperson of the High Advisory Council of TÜSİAD from 1997 to 2001, Founding Chairperson of the Board of Trustees of the Turkish Economic and Social Studies Foundation (TESEV) from 1993 to 1997, and Chairperson of the Board of the Pharmaceutical Employers' Association of Turkey (İEİS) from 2000 to 2008.

Bülent Eczacıbaşı currently serves as Honorary Chairperson of TÜSİAD and İEİS, Honorary Member of the Foreign Economic Relations Board (DEİK), Honorary Member of the Turkish Enterprise and Business Confederation (TÜRKONFED), Member of the High Advisory Council of the Aegean Industry and Business Association (ESİAD), and Member of the High Advisory Board of TESEV.

He is also Chairperson of the Board of Trustees of the Istanbul Modern Art Foundation, which houses the Istanbul Modern Museum, of which the Eczacıbaşı Group is the founding sponsor; Chairperson of the Board of Directors of the Istanbul Foundation for Culture and Arts (IKSV), also founded with the sponsorship of the Group; and serves as Chairperson of the Board of Directors of several Eczacıbaşı Group companies.

Bülent Eczacıbaşı is the recipient of the Order of the Star of Italy (Commendatore dell'Ordine della Stella d'Italia, 2003) and the French National Order of the Legion of Honour (Chevalier dans l'Ordre National de la Légion d'Honneur, 2014).

### **R. Faruk Eczacıbaşı**

Faruk Eczacıbaşı, who completed his undergraduate studies in business administration and economics, and his graduate studies in business administration at Technical University of Berlin, began his professional career in 1980 in the Planning Department of Eczacıbaşı Holding. After serving for a period as a product manager at Eczacıbaşı İlaç Sanayi, he joined the Group's Padeko İlaç Sanayi in 1987, where he first served as Deputy General Manager and later as General Manager. In 1989, he founded Eczacıbaşı Bilgi İletişim A.Ş. and led the Eczacıbaşı Group's "e-transformation" process for many years.

Appointed as Vice Chairman of the Board of Eczacıbaşı Holding in 1996, Faruk Eczacıbaşı continues to serve as Chairman and Vice Chairman of the Board in various Eczacıbaşı Group companies. In addition, he has been serving as Chairman of Eczacıbaşı Sports Club since 1999.

Through the Türkiye Bilişim Vakfı (TBV), which he chairs and which was established in 1995 with the vision of "technology for good" to support Türkiye's transformation into an information society, he continues to contribute to the preparation of various research reports and the shaping of policies in this field.

## **Emin Fadillođlu**

Emin Fadillođlu received his graduate degree from Cerrahpasa Medical Faculty of İstanbul University in 1991 and his MBA degree from Marmara University in 1993.

Emin Fadillođlu initiated his career in 1991 as Medical Doctor at Haydarpaşa Numune Hospital. In 1996, he joined Abbott Turkey as Marketing Trainee and progressed on different roles with increasing responsibilities. Between 2002 and 2005 he worked as Area Commercial Director - Abbott Diabetes Care for Asia Pacific & Japan based in Tokyo, and then between 2005 and 2008, as Division Vice President for Europe, Middle East, Africa & India based in Frankfurt, Germany. Between 2008 and 2012, Fadillođlu worked as General Manager at Abbott Turkey. Then, he served as Vice President and General Manager at GSK Pharmaceuticals Turkey between 2012 and 2017.

He is the Founder and Chairperson of the Board of the Digital Health Association (DİSADER), which was established with the goal of developing Turkey's future digital health ecosystem on a global scale.

Emin Fadillođlu has been serving as CEO of Eczacıbaşı Pharmaceutical, Industrial, and Financial Investments since 2021 and is also the founder of Eczacıbaşı Evital, the Eczacıbaşı Group's initiative in the field of digital health.

## **İpek Güleç**

İpek Güleç received her undergraduate degree in Quantitative Economics and International Relations from Tufts University in 2006.

Güleç started her career in 2006 as an Analyst at JPMorgan Chase Investment Banking Division in New York, focusing on mergers and acquisitions and capital restructuring in the Financial Institutions Group.

In 2007 she joined Actera Group, a leading private equity firm focusing on investments in Turkey. At Actera, she respectively assumed the roles of Analyst, Associate, Senior Associate, Vice President and Director between 2007 and 2022.

Since January 2023, Güleç serves as the Chief Investment Officer of Eczacıbaşı Holding.

## **İhsan Rifat Öktem**

İhsan Rifat Öktem, received his bachelor's degree from the now-known-as Anadolu University Faculty of Pharmacy. After working as a freelance pharmacist for a short time, he joined the Ministry of Health. He received his postgraduate science specialization at Ankara İTİA, his Pharmaceutical Technology Master's degree at Anadolu University Faculty of Pharmacy, and his PhD in Pharmaceutical Sciences Ankara University Faculty of Pharmacy.

Between 1978 and 1991, he worked as a specialist, branch manager, inspector, Chief inspector, General Manager, deputy undersecretary and deputy undersecretary in the Ministry of Health.

He was appointed as Ankara Representative of Eczacıbaşı Holding on 01.11.1991. He completed this duty on 31.01.2018 and retired.

He worked as a consultant in the same organization between 15.02.2018 and 30.06.2018.

## **Erol Ulukutlu**

Erol Ulukutlu, received his bachelor's degree in 1985 and his master's degree in Economics from Boğaziçi University in 1989.

Erol Ulukutlu, who also worked as a Project Assistant in the Department of Economics for two years during his university years, started his professional life as an Assistant Inspector at Türkiye İş Bankası in 1986. In 1990, he worked in the Treasury Planning Department at Körfez Bank. At the end of 1990, he joined Eczacıbaşı Holding as a specialist in the Budget Planning Department. He worked at Eczacıbaşı Group for 20 years between 1991-2011. During this period, he held the positions of the Chief of Budget Planning, Economic Research, Finance Manager and Finance Director at the Holding. Since 2005, he has been in the management of Eczacıbaşı Ekom Dış Ticaret Şirketi as a responsible Board member. Erol Ulukutlu took part in the Eczacıbaşı Construction Group Restructuring project in 2009 and held the position of CFO of the Construction Group in early 2010. Erol Ulukutlu left the Eczacıbaşı Group in 2011 and held the position of CFO at Kalyon İnşaat company in 2013-2014.

At the end of 2014, Erol Ulukutlu left his Corporate Governance responsibilities, and he has been supporting various companies as a Management Consultant since then.

In 2013-2014, he worked as a lecturer in Business Strategy and Finance at Aydın University. Erol Ulukutlu, one of the founders of the Corporate Risk Management Association, and after being a Board member of the Association for a long time, also served as the General Coordinator of the Association between 2015-2017.

## 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.

**İhsan Rifat Öktem**<sup>(\*)</sup>

(\*) 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,
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- 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.

**Erol Ulukutlu** (\*)

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