

## ECZACIBAŐI YATIRIM HOLDİNG ORTAKLIĐI A.Ő.

### INFORMATION DOCUMENT ON 2025 ORDINARY GENERAL ASSEMBLY

The Ordinary General Assembly Meeting of our Company for the operating period of 2025 will be held on **Thursday, 30 April 2026 at 13:00** to discuss the agenda written below. It will be held at Wyndham Grand Istanbul Levent Hotel, Hezarfen Hall located at Esentepe, Büyükdere Cd. No 177-183, 34394 ŐiŐli/Istanbul,

The shareholders of our Company will be able to attend the Ordinary General Assembly Meeting in person or through their representatives at the actual venue or via electronic platforms. Attendance at the meeting via electronic platforms; will be realized through the Electronic General Assembly System ("e-GKS") provided by Merkezi Kayıt KuruluŐu A.Ő. ("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 attend the meeting via electronic platforms, are required to fulfil their obligations per 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.

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 attendance, the appointment of representatives, making suggestions, expressing opinions and voting by the CSD (<https://egk.mkk.com.tr>) they can get information at the web address.

For the General Assembly Meeting to be held physically,

- Real-person shareholders can attend by presenting their identities,
  - Legal-person shareholders can attend 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 attend by presenting their identities and representation documents,
  - Representatives authorized through the Electronic General Assembly System can attend by presenting their identities
- and by signing the list of attendants.

The shareholders who will attend the meeting by proxy shall submit a notarized power of attorney, per 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.eyh.eczacibasi.com.tr](http://www.eyh.eczacibasi.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) websites. 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 representative appointed via e-GKS can attend the meeting in person or via e-GKS, the power of attorney document does not have to be submitted physically by the representative

appointed via e-GKS. The representative who will attend the meeting by proxy or in person, whether appointed with a notarized power of attorney or via e-GKS, shall show their identity card in the meeting.

The right to attend and vote in the General Assembly shall not be granted conditionally on the deposition of common stock under paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Market Law No. 6362. In this context, if our shareholders want to attend the General Assembly Meeting, they do not need to freeze their shares.

In voting on 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 platform.

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 per 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, the 2024 TSRS Compliant Sustainability Report prepared under the Turkish Sustainability Reporting Standards (“TSRS”) published by the Turkish Public Oversight Accounting and Auditing Standards Authority (“KGK”) 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.eyh.eczacibasi.com.tr](http://www.eyh.eczacibasi.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) websites, Public Disclosure Platform and in the e-GKS.

Per the Personal Data Protection Law No. 6698, you can access detailed information about the processing of your personal data from the Eczacıbaşı Yatırım Holding Ortaklığı A.Ş. General Assembly Privacy Notice in the investor relations section on [www.eyh.eczacibasi.com.tr](http://www.eyh.eczacibasi.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**

**Eczacıbaşı Yatırım Holding Ortaklığı A.Ş.**

Trade Registry and Number: Istanbul Trade Registry Directorate-125209

Mersis (Central Registration System) No: 0324002074600019

## 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” (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 bearer. In the General Assembly meetings, each share with a nominal value of 1 TRY is entitled 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:

|                         | Share Amount (TRY) | Capital Ratio  | Voting Right       | Voting Rights Ratio |
|-------------------------|--------------------|----------------|--------------------|---------------------|
| Eczacıbaşı Holding A.Ş. | 85,653,274         | 81.57%         | 85,653,274         | 81.57%              |
| Publicly-held           | 19,346,726         | 18.43%         | 19,346,726         | 18.43%              |
| <b>Total</b>            | <b>105,000,000</b> | <b>100.00%</b> | <b>105,000,000</b> | <b>100.00%</b>      |

### 2. Information About Management and Operating Changes That will Significantly Affect the Activities of Our Company or Subsidiaries:

Our company has no subsidiaries. There are no management and operational changes that will significantly affect the partnership's activities that took place in the past accounting period of our partnership or that are planned for the upcoming accounting periods.

Material events disclosures made with regard to the activities of our company can be accessed at the address [www.kap.org.tr](http://www.kap.org.tr).

### 3. Information About the Requests of Shareholders to Add an Item to the Agenda:

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

**OUR EXPLANATIONS REGARDING THE AGENDA OF 2025  
ORDINARY GENERAL ASSEMBLY HELD ON APRIL 30, 2026**

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

Per 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. Per 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.eyh.eczacibasi.com.tr](http://www.eyh.eczacibasi.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) websites, Public Disclosure Platform and in the e-GKS(electronic-General Assembly System).

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

Per the TCC, the Regulation, and the regulations related to the Capital Markets Law, for three weeks before the General Assembly meeting, information will be given to our shareholders regarding the Independent Audit Report prepared per the TCC and Capital Markets Board regulations which have been submitted for the review of our shareholders at the Company's Headquarters and the Investor Relations section of internet addresses [www.eyh.eczacibasi.com.tr](http://www.eyh.eczacibasi.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr), Public Disclosure Platform and e-GKS (electronic-General Assembly System).

**4. Reading, negotiating and submitting the Financial Statements for the accounting period of 2025 for approval by the General Assembly,**

Per the TCC, the Regulation and the regulations related to the Capital Markets Law, for three weeks before the General Assembly meeting, information will be given regarding our financial statements and legal financial statements at the Company's Headquarters and the Investor Relations section of internet addresses [www.eyh.eczacibasi.com.tr](http://www.eyh.eczacibasi.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr), 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 submitting the 2024 TSRS Compliant Sustainability Report for approval by the General Assembly,**

The 2024 TSRS Compliant Sustainability Report, which has been made available for the review of our shareholders for a period of three weeks before to the General Assembly Meeting at our Company's Headquarters, the Investor Relations section of internet addresses [www.eyh.eczacibasi.com.tr](http://www.eyh.eczacibasi.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr), Public Disclosure Platform for which the mandatory sustainability assurance audit has been completed 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. Release of the Board Members individually due to their works 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 Profit 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 600.000.000 will be submitted to the shareholders for approval. Profit Distribution Table is included in ANNEX-1.

**8. Informing shareholders regarding the "Remuneration Policy" determined for the Board Members and Senior Managers,**

In accordance with the Corporate Governance Principal No 4.6.2 of the "Communiqué on Corporate Governance" No II-17.1 of the CMB, remuneration principles for the Board Members and senior managers of our Company has been documented in written form as "Remuneration Policy" and will be presented to the information of shareholders at the General Assembly Meeting as a separate clause and there will have the opportunity to present their opinion on this issue. The "Remuneration Policy" prepared for this purpose is presented in ANNEX-2. The information about the benefits, which are calculated according to the purchasing power as of 31.12.2025, provided to the Board Members is given in footnote No. 3 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, the number of members and 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 14 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, which are mandatory for compliance with the CMB.

The nominations of Nesimi Erten and Sertaç Mustafa Nişli as independent board members were examined by the Corporate Governance Committee, which evaluated the nominees' compliance with the independence criteria, educational background, previous positions held, experience in management, ability to allocate sufficient time for the Company's business, and the contributions that the nominees can make to the Company's activities. As a result of the evaluation made in this context; upon the proposal submitted by the Corporate Governance Committee and as a result of the evaluation made by our Board of Directors, Nesimi Erten and Sertaç Mustafa Nişli were determined as the Independent Board Member candidates to be proposed to the General Assembly.

Our Company has been notified with the CMB's letter dated 26.01.2026 that it has been decided not to express any dissenting opinion about Nesimi Erten and Sertaç Mustafa Nişli, who have been nominated as Independent Board Member candidates.

Our nominees for the Board of Directors to be submitted for the approval of the shareholders at the General Assembly are Ferit Bülent Eczacıbaşı, Rahmi Faruk Eczacıbaşı, Ferit Erin, Simhan Savaşın Başaran, Nesimi Erten (Independent Member) and Sertaç Mustafa Nişli (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. The member whose term of office has expired can 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. Informing the General Assembly about the donations and aids made in 2025, determining the upper limit of donations and aids for 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.

Our Company did not make any donations in 2025. In addition, the upper limit of donations and aids to be made in 2026 will be determined by the General Assembly.

**12. 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 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 8 of our Financial Tables dated 31 December 2025.

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

**14. Submitting 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 to the General Assembly for approval,**

The Board members can carry out transactions within the framework of paragraph 1 of Article 395 of the TCC entitled “Prohibition on Transactions with the Company, Borrowing to the Company” and article 396 titled “Non-Competition” 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.

**15. 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 between 01.01.2025 and 31.12.2025 of our company, it has been determined that:

- i. According to the independently audited 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 net distributable profit for the period is TRY 820,434,249,
- ii. According to the legal financial statements prepared in accordance with the provisions of the Tax Procedure Law ("TPL"), the net distributable profit is TRY 736,067,740 ; furthermore, although there are prior years' losses amounting to TRY 1,053,924,990 arising from the inflation adjustment as per the TPL-based financial statements, there is a sufficient amount of Inflation Adjustment Differences related to Equity Accounts covering the total amount of TRY 1,053,924,990. Within this scope, based on the financial statements prepared according to the TPL records, the net distributable profit amounts to TRY 736,067,740,
- iii. In accordance with Article 519, paragraph 1 of the Turkish Commercial Code, the general legal reserve to be set aside at the rate of 5% has reached the limit of 20% of the paid-in capital in the statutory records. Therefore, no general legal reserve will be set aside 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 in the total amount of 600,000,000 TRY, corresponding to 571% of the Company's issued capital,
- 2.According to the financial statements prepared in accordance with TFRS, the total cash dividend of TRY 600,000,000 to be paid to shareholders will be covered from the net distributable profit for the period, with the remaining amount to be transferred to retained earnings
- 3.According to the legal records prepared in accordance with the provisions of the Tax Procedure Law (TPL), in compliance with the tax regulations, not to make any offsetting among the equity items arising from inflation adjustment; to cover 600,000,000 TRY of the total cash dividend from the net distributable profit for the period, with the remaining TRY 136,067,740 to be transferred to the extraordinary reserves account,

4.To pay dividends in cash at a gross rate of 571% per share with a nominal value of 1 TRY, and to pay dividends to our full taxpayer real person shareholders and our limited taxpayer real and legal person shareholders at the net rate calculated after deducting the withholding tax rates stipulated in the tax laws,

5.To start the dividend distribution on May 6, 2026

**ECZACIBAŞI YATIRIM HOLDİNG ORTAKLIĞI A.Ş.**  
**DIVIDEND DISTRIBUTION TABLE FOR 2025 (TL)**

|   |  |                                 |                                |
|---|--|---------------------------------|--------------------------------|
| 1.  | Paid-in/Issued Capital   |                                 | 105.000.000                    |
| 2.  | Total Legal Reserves (According to Legal Records)  |                                 | 21.000.000                     |
| Information on privileges in dividend distribution, if any, in the Articles of Association: |  |                                 | There are no preferred shares. |
|   |  | <b>Based on CMB Regulations</b> | <b>Based on Legal Records</b>  |
| 3.  | Current Period Profit  | 865.056.682                     | 780.690.173                    |
| 4.  | Taxes Payable (-)  | 44.622.433                      | 44.622.433                     |
| 5.  | Net Current Period Profit (=)  | 820.434.249                     | 736.067.740                    |
| 6.  | Losses in Previous Years (-)   | 0                               | 0                              |
| 7.  | Primary Legal Reserve (-)  | 0                               | 0                              |
| 8.  | NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)  | 820.434.249                     | 736.067.740                    |
| 9.  | Donations Made During The Year (+)   | 0                               | 0                              |
| 10.   | Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated | 820.434.249                     | 736.067.740                    |
| 11.   | First Dividend to Shareholders   |                                 |                                |
|   | - Cash   | 82.043.425                      | 5.250.000                      |
|   | - Stock  | 0                               | 0                              |
|   | - Total  | 82.043.425                      | 5.250.000                      |
| 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  | 517.956.575                     | 594.750.000                    |
| 16.   | Secondary Legal Reserves   | 0                               | 0                              |
| 17.   | Statutory Reserves   | 0                               | 0                              |
| 18.   | Special Reserves   | 0                               | 0                              |
| 19.   | EXTRAORDINARY RESERVES   | 220.434.249                     | 136.067.740                    |
| 20.   | Other Distributable Resources  | 0                               | 0                              |
|   | - Previous Year Profits  | 0                               | 0                              |
|   | - Extraordinary Reserves   | 0                               | 0                              |
|   | -Private Funds with free distribution  | 0                               | 0                              |

**INFORMATION ON DIVIDEND PER SHARE**

|     | SHARE GROUP | TOTAL DIVIDEND AMOUNT |            | TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE CURRENT PERIOD PROFIT | DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL |         |
|-----|-------------|-----------------------|------------|---|--|---------|
|     |             | CASH (TL)             | STOCK (TL) | RATIO (%)   | NET (TL)   | NET (%) |
| NET | -           | 510.000.000           | 0          | 62,16   | 4,86   | 485,71  |

The net values of dividends per gross 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.

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

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

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

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

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

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

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

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

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

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

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

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

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

## **ANNEX-3 :RESUMES OF BOARD MEMBER CANDIDATES AND INDEPENDENCE STATEMENTS OF INDEPENDENT MEMBER CANDIDATES**

### **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.

### **Ferit Erin**

Ferit Erin received his undergraduate double major degree in Computer Engineering and Mathematics at Boğaziçi University in 2003 and his graduate degree in Computer Science at Purdue University in 2005.

Erin initiated his career in 2004 as Business Analyst at Capital One Financial Services. In 2007, he moved to Value Partners Management Consultancy, serving first as Consultant and then Project Manager. In 2009, he joined the Eczacıbaşı Group as Senior Strategic Planning Specialist at Eczacıbaşı Holding. Between 2009 and 2018, he served in various strategic planning and marketing functions at Eczacıbaşı Holding and Eczacıbaşı Building Products. At Eczacıbaşı Building Products, he was appointed General Manager in 2018, Europe Regional Director in 2020, and Strategy Director in 2023.

Ferit Erin assumed the role of Eczacıbaşı Group Chief Financial Officer on May 1, 2024.

### **Simhan Savaşçın Başaran**

Simhan Savaşçın Başaran graduated from Izmir American Girls' High School American in 1980 and graduated from Dokuz Eylül University Faculty of Law in 1984. After an internship as a lawyer, she started his professional life as a freelance lawyer in 1985. Since 1993, she worked as a partner associate in the law firm of Turunç & Savaşçın. Başaran joined Eczacıbaşı Group and served as the Deputy Chief Legal Officer of Eczacıbaşı Holding from 2008 to 2010 and as the Chief Legal Officer of Eczacıbaşı Holding between January 2011 and March 2021. Ms. Başaran is currently providing legal consultancy to our Company as an external.

### **Nesimi Erten**

Nesimi Erten, received his bachelor's degree in Business Administration from Istanbul Academy of Economic and Commercial Sciences in 1970 and started his professional career as a freelance accountant.

Between 1976 and 2010, Mr. Erten worked in companies within the Eczacıbaşı Group, serving as Head Accountant at İpek Kağıt Sanayi ve Ticaret A.Ş. in 1976, Chief Financial Officer at Padeko İlaç A.Ş. between 1985 and 1987, and Chief Financial Officer at Esan Endüstriyel Hammaddeler Sanayi ve Ticaret A.Ş. since the second half of 1987. He completed his active working period after working as a Management Consultant to CEO at Esan between 2009-2010. Nesimi Erten has been serving as an independent board member at Eczacıbaşı Yatırım Holding Ortaklığı A.Ş. since April 2023.

### **Sertaç Mustafa Nişli**

Sertaç Nişli graduated from TED Ankara College and received his bachelor's degree in Mechanical Engineering from Middle East Technical University in 1981 and his master's degree in 1984.

He started his career as a student assistant at Middle East Technical University in 1980-1981 and continued as a project engineer at Nuh Makine Sanayi A.Ş. in 1982-1984. After his military service, he joined İpek Kağıt San. ve Tic. A.Ş, one of the Eczacıbaşı Group Companies as a Development Engineer. After working as R&D Chief between 1986-1991, he worked as

Technical Services Manager between 1992-1994, as Manufacturing Manager between 1995-2007 and as General Manager since 2008 at the same company, he retired on January 31, 2018.

Lastly, he served as the CEO of Hamidiye Kaynak Suları A.Ş., a subsidiary company of Istanbul Metropolitan Municipality, between 2019-2021.

Sertaç Nişli served as a member of the Board of Directors of Kalder (Turkish Quality Association) and Vice Chairman of the Board of Directors of SKSV (Cellulose and Paper Industry Foundation). He is currently an Honorary Member of SKSV's Board of Directors. Nesimi Erten has been serving as an independent board member at Eczacıbaşı Yatırım Holding Ortaklığı A.Ş. since May 2024.

## **DECLARATION OF INDEPENDENCE**

I hereby declare to be the candidate to serve as an “independent member” at the Board of Directors of the Company titled ECZACIBAŐI YATIRIM HOLDİNG ORTAKLIĐI A. Ő. in the scope of the criteria stated in the legislation, the Articles of Association and the Capital Markets Board's Corporate Governance Communiqu . In this scope;

- In the last five years, significant duties and responsibilities have not been established in the executive position to be undertaken, no more than 5% of the capital or voting rights or preference shares are held together or alone or a commercial relationship has not been established in a significant manner by me, my husband and blood relatives and relatives by marriage up to second degree with the Company, the partnerships in which the Company has management control or significant influence and partners who control over the Company or have significant influence over the Company and legal entities in which these partners have management control,
- In the last five years, I have not been the partner (5 % or over), the employee working in the management position who will assume significant tasks and responsibilities or the Board Member during periods when service or product is purchased or sold in companies where the company has purchased or sold significant amounts of services or products within the framework of the agreements made, especially the audit (including tax audit, legal audit, internal audit), grading and consultancy of the Company,
- Due to the fact that I’m acting as an Independent Board Member, I have the vocational training, knowledge and experience to fulfill the tasks I will undertake,
- I will not work full-time in public institutions and organizations after being elected as a member, except for university faculty member, provided that the legislation is in compliance,
- According to Income Tax Law, I’m resident in Turkey,
- I have strong ethical standards, professional reputation and experience, which can allow me to make positive contributions to the Company's activities, to protect my impartiality in conflicts of interest between the company and shareholder, to freely decide upon the interests of the stakeholders,
- I will spare time for corporate activities that can interfere with the operation of the Company's activities and fully meet the requirements of the tasks I undertake,
- I have not been a member of the Board of Directors of the Company for more than six years in the last ten years,
- I have not been the Independent Board Member more than five out of the publicly-traded Companies in total and more than three out of the Companies in which the Organization or partners have management control who have management control over the Company,
- I have not been registered and announced on behalf of the legal entity elected as the Board Member.

**Nesimi ERTEN (\*)**

(\*) Signatures on the text have blackened as per the Legislation on Protection of Personal Data

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- I have not been registered and announced on behalf of the legal entity elected as the Board Member.

**Sertaç Mustafa NİŐLİ (\*)**

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