

**ÈS ECZACIBAŐI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR  
SANAYİ VE TİCARET A.Ő.  
ORDINARY GENERAL ASSEMBLY FOR 2020  
INFORMATION DOCUMENT**

The Ordinary General Assembly Meeting of our Company will be held on **Tuesday, April 13, 2021**, at **09:00** hrs at **Altın Damlası Meeting Room**, within the Company Headquarters, located at **Büyükdere Caddesi Ali Kaya Sokak No:5 Levent - İstanbul** to discuss the following agenda.

Shareholders of our company may attend the Ordinary General Assembly Meeting in person or via proxies either physically or by electronic means. Attending to the company's general assembly meetings by electronic means will be conducted through the Electronic General Assembly System ("e-GKS") medium to be provided by the Central Registry Agency ("CRA"). Shareholders who will perform transactions via e-GKS must first register themselves with the Investor Information Center of Central Registry Agency (CRA) and must also have a secure electronic or mobile signature.

Shareholders or their proxies who want to attend the meeting via electronic means must fulfill their obligations as set out in the "Regulation Regarding General Assemblies of Joint Stock Companies to be held in the Electronic Media" published on the Official Gazette Dated 28 August 2012 and No. 28395, and the "Communiqué on Electronic General Meeting System applicable to General Meetings of Joint Stock Companies" published on the Official Gazette Dated 29 August 2012 and No. 28396.

Those listed below may attend to the General Assembly Meeting to be held physically;

- Real person shareholders by submitting their ID cards,
  - Legal entity shareholders by submitting ID cards of individuals authorized to represent and bind the legal entity along with their letters of authorization,
  - Representatives of the real and legal entities by submitting their ID cards and letters of representation,
  - representatives authorized through the Electronic General Assembly System by submitting their identities,
- and by signing the list of attendees.

The shareholders who will attend the meeting by proxy are required to fulfill obligations laid down in the Communiqué on Voting by Proxy and Proxy Solicitation no. II-30.1 of the Capital Markets Board and to submit their powers of attorney issued by a notary public based on the power of attorney form shown below. The aforesaid power of attorney form is available at the Company headquarters and under investor relations section of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr). The attorney appointed via e-GKS is not required to present a physical proxy document and the said proxy appointed through e-GKS may attend the General Assembly meeting, both physically and also through e-GKS. The attorney who will be physically attending the meeting by proxy is required to submit an identity card at the meeting regardless of being appointed by a notarized power of attorney or through e-GKS.

The right to attendance and voting at the General Assembly pursuant to paragraph 4, article 415 of the Turkish Commercial Code no. 6102 and paragraph 1, article 30 of the Capital Market Law no. 6362 may not be subjected to the requirement of depositing the share certificates. In this framework, in the event that our shareholders wish to attend the General Assembly Meeting, they do not have to block their shares.

Our shareholders or their representatives who will attend the general assembly meeting by electronic means via e-GKS may get information about the procedures and principles of participation, assignment of proxies, making of proposals, declaration of opinions and voting by visiting the website of the CRA (<https://egk.mkk.com.tr>).

The Financial Statements of our company for 2020, Independent Auditors' Report, Corporate Governance Principles Compliance Report including the Sustainability Principles Compliance Framework Declaration and the Annual Report of the Board of Directors containing the profit distribution proposal of the Board of Directors and the following agenda items and also the "General Assembly Information Document" containing the necessary explanations for compliance with the regulations of the Capital Markets Board will be made available three weeks prior to the meeting, within the legally required period, at the Company Headquarters and under investor relations section of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) and at the Public Disclosure Platform and e-GKS for examination by shareholders.

As per the Law on Protection of Personal Data numbered 6698, you may find the detailed information regarding processing of your personal data in the EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. "Information on Processing Personal Data for General Assembly Activities" available under 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.

We'd like to point out that, due to Coronavirus (Covid-19) outbreak, the meeting will be held in accordance with measures and rules declared by official authorities and our shareholders must closely follow new measures and rules to be declared by competent authorities.

Accordingly,

- Our guests other than shareholders will not be admitted to the general assembly meeting room, only for this year, taking into consideration the conditions of the ongoing outbreak and restrictions against gathering in the form of groups as set forth in relevant regulations of the public authorities and public health requirements and health of our shareholders.
- Body temperature will be measured at the entrance to the building/room where the meeting will be held.
- It is imperative to wear masks upon entry to the building where the meeting will be held and throughout the meeting.

Respectfully submitted for the information of the distinguished shareholders.

## **BOARD OF DIRECTORS**

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

## ADDITIONAL EXPLANATIONS UNDER CMB REGULATIONS

Among the additional explanations which are required to be submitted as per the "Communiqué on Corporate Governance" numbered II-17.1 of the Capital Markets Board, those that are related to the agenda items are given in the respective agenda item below, and other compulsory general explanations are submitted in this section:

### 1. Shareholding Structure and Voting Rights

All shares representing our Company's capital are bearer shares. Each share with a nominal value of 1 Kurus is entitled to cast one vote at General Assembly meetings. There are no privileged shares in the capital of the Company.

As of the announcement date of this Information Document, the information regarding the total number of shares and voting rights that reflect our Company's shareholding structure is provided below.

Shareholders	Amount of Shares (TL)	Share Ratio (%)	Number of Shares and Voting Right	Number of Shares Voting Right Ratio (%)
Eczacıbaşı Holding A.Ş.	346,845,460.43	50.62	34,684,546,043	50.62
Eczacıbaşı Yatırım Holding Ortaklığı A.Ş.	203,484,584.39	29.69	20,348,458,439	29.69
Publicly held	134,929,955.18	19.69	13,492,995,518	19.69
<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 on the changes in management and operations that will have a significant impact upon operations of our Company or our subsidiaries:

There is no change in the management and activities of our partnership or its subsidiaries which has taken place in the past fiscal period or is planned to be implemented in the next fiscal periods and might have significant impact on the Company's operations.

### 3. Information on the requests of shareholders regarding the inclusion of items in the agenda:

There is no request sent in writing to our Company's Investor Relations Department regarding the inclusion of items to the ordinary general assembly's agenda by the shareholders of the partnership.

**OUR EXPLANATIONS REGARDING ITEMS OF THE AGENDA FOR  
THE ORDINARY GENERAL ASSEMBLY MEETINGS  
DATED APRIL 13, 2021**

**1. Opening, Election of the Presiding Committee and Authorization of the Presiding Committee for signing the Minutes of the Meeting**

The Presiding Committee of the General Assembly will be elected in accordance with the provisions of the "Turkish Commercial Code no 6102 ("TCC") and the "Regulation on the Procedures and Principles for General Assembly Meetings of Joint-Stock Companies and the Ministry Representatives to Attend These Meetings" ("Regulation") and in line with the provisions stated in the Article 7 of the General Assembly Internal Directive of our Company.

In accordance with the provisions of TCC and the Regulation, the authorization of the Presiding Committee to record the resolutions of the General Assembly in the minutes will be put to vote.

**2. Reading and discussion of the Annual Report prepared by the Board of Directors for the fiscal year 2020 and submission of the said report to the General Assembly for approval**

Annual Report for the year 2020 made available for examination by shareholders for three weeks prior to the General Assembly Meeting in line with the TCC, Regulation and regulations related to the Capital Market Law, at the Company Headquarters, under investors relations section of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) and e-GKS will be read and submitted to our shareholders for consideration and approval.

**3. Reading of the Independent Audit Report regarding 2020 accounting period, and informing the General Assembly about the audit activity and its results**

At the General Assembly, our shareholders will be informed about the Independent Audit report drawn up in accordance with the TCC and Capital Markets Board regulations, made available for examination by our shareholders for three weeks prior to the General Assembly Meeting in line with the TCC, Regulation and regulations related to the Capital Market Law, at our Company's Headquarters, under investor relations section of websites at [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 e-GKS.

**4. Reading and discussion of the Financial Statements for the year 2020 and submission of financial statements to the General Assembly for approval**

Financial Statements drawn up in accordance with regulations of the Capital Markets Board made available for examination by shareholders for three weeks prior to the General Assembly Meeting in line with the TCC, Regulation and regulations related to the Capital Market Law, at the Company Headquarters, under investors relations section of [www.eis.com.tr](http://www.eis.com.tr) and [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) and at the Public Disclosure Platform and e-GKS will be read and submitted to the General Assembly for approval.

**5. Release of the members of the Board of Directors regarding their works in the year 2020**

In accordance with the provisions of the Turkish Commercial Code and the Regulation, the release of the members of the Board of Directors for their activities and transactions in the year 2020 will be presented to the General Assembly for approval.

**6. Discussing and resolving upon the proposal of the Board of Directors prepared in accordance with the Company's Profit Distribution Policy**

According to our consolidated financial statements pertaining to the accounting period between January 1, 2020 and December 31, 2020 drawn up by our Company in line with the Turkish Accounting/Financial Reporting Standards and pursuant to the regulations of TCC and CMB and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş, "Consolidated Net profit for the Period pertaining to the Parent" amounting to TL 322,089 thousand was derived. The Profit Distribution Table, as prepared in line with the profit distribution proposal prepared by our Board of Directors in line with the Company's Profit Distribution Policy according to the format shown in the Profit Share Guide announced as an annex to the Profit Share Communiqué of CMB no. II-19.1 is attached hereto as **ANNEX-1**.

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

Pursuant to article 4.6.2 of the "Corporate Governance Communiqué" numbered II-17.1 of the CMB; the remuneration principles for members of the Board of Directors and senior executives have been compiled as a written text entitled "Remuneration Policy" by our Company and these will be submitted for the shareholders' information as a separate agenda item in the General Assembly meeting and the shareholders will have the opportunity to share their opinions in this regard. The "Remuneration Policy" issued for this purpose is provided in **ANNEX-2**.

**8. Election of the new members of independent members of the Board of Directors, determination of their office term and remunerations**

In accordance with the TCC, Regulation and CMB regulations, and within the framework of the principles regarding the election of the members of the Board of Directors, the number of members and their office terms will be determined and new members will be elected to replace those whose office term has expired. In addition, independent members will be elected to comply with the CMB's Corporate Governance Communiqué No. II-17.1.

Company's business affairs are directed and managed by a Board of Directors consisting of minimum 5 member and maximum 9 members to be elected by the general assembly in accordance with article 9 of its Articles of Association.

It is imperative that one-third of Board of Directors Members to be elected bear independence criteria set out in the Corporate Governance Principles of CMB. Two (2) members of the Board of Directors, proposed as six (6) members, must meet the independence criteria defined in the Corporate Governance Principles.

The Corporate Governance Committee which has evaluated candidates proposed to is has examined three persons for independent board membership candidacy (Mr. Hasan Toker Alban, Ms. Zühal Atanan and Ms. Gökben Karaaslan Aksoy); and candidates' suitability for independence criteria, previous duties performed by them, their experiences regarding senior level company management and board of directors membership as well as potential contributions candidates may make to our company's activities. Since, as a result of evaluations carried out to that end, the Corporate Governance Committee has ascertained that Ms. Gökben Karaaslan Aksoy's fields of specialization concern Aviation, Oil & Gas, Construction & Infrastructure, Industrial Security System Solutions, F&B sectors and and she has no experience regarding the healthcare sector and, upon the proposal by the Corporate Governance Committee, as a result of the evaluation by our Board of Directors in this regard, Mr. Hasan Toker Alban and Ms. Zühal Atanan have been determined as candidate independent board members to be submitted to the general assembly.

Mr. Hasan Toker Alban and Ms. Zühal Atanan have successfully fulfilled their duties and responsibilities in their capacity as independent board member in the last 3 years. As it can be inferred from their resumes attached hereto as **ANNEX-3**, owing to the contribution they may make to the affairs and management of the Company thanks to their educational background, professional knowledge and experiences and because they are able to spare sufficient time for the Company's business and they fully meet independent criteria specified in article 4.3.6 of the Principles, an application has been filed with CMB for their independent membership as per article 4.3.7 of the Principles.

With the letter of the CMB dated 01.03.2021, it has been notified to our Company that it has been decided not to express any adverse opinion about Mr. Hasan Toker Alban and Ms. Zühal Atanan, the board member candidates.

Our candidates for Board of Directors membership to be submitted to shareholders at the General Assembly for approval: Mr. Ferit Bülent Eczacıbaşı, Mr. Rahmi Faruk Eczacıbaşı, Mr. Atalay Muharrem Gümrah, Mr. Seyfettin Sarıçam, Mr. Hasan Toker Alban (Independent Member) and Ms. Zühal Atanan (Independent Member).

In accordance with the provisions of the TCC and the Regulation, as well as the principles covered in our Articles of Association, the issues will be resolved upon not to pay any attendance fee to the Board Members, except for the Independent Board Members, for their service and to determine the attendance fee (remuneration) to be paid to the Independent Members of the Board of Directors.

The curriculum vitae of the candidate members of the Board of Directors and the declaration of independence of the candidate independent members are provided in **ANNEX-3**, and all members will be elected by the General Assembly to take office for a period of one year.

**9. The election of the Independent Auditing Company proposed by the Board of Directors for the year 2021 under Article 399 of the Turkish Commercial Code and regulations of the Capital Markets Board,**

In accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board, upon receiving the opinion of the Committee responsible for Auditing at the meeting of our Board of Directors dated March 10, 2021, it has been decided to propose PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş for auditing the financial statements of our company pertaining to the fiscal period of 2021 and to carry out the other activities set forth in the respective regulations in the mentioned laws and the said proposal shall be submitted for the approval of the General Assembly.

**10. Informing shareholders about donations and grants made during the year, submitting the "Donation and Support Policy" to the approval of the shareholders, and setting the upper limit for the donations to be made in 2021**

In accordance with Article 6 of the "Dividend Communiqué" numbered II-19.1 of the Capital Markets Board, the limit of the donations to be made will be determined by the general assembly if there is no provision in the articles of association covering this matter, and it is obligatory to present the donations and payments made during the year to the information of the shareholders at the ordinary general meeting.

In this context, the "Donation and Support Policy" drawn up by the Board of Directors of the company and presented in **ANNEX-4** will be submitted to the approval of the General Assembly. In 2020, TL 100 in total was donated to the Turkish Education Foundation. Additionally, the upper limit of the donations to be made in 2021 will be determined by the general assembly.

**11. Giving information to the General Assembly regarding collaterals, pledges, mortgages and sureties granted by the Company and its subsidiaries to third parties and revenues and compensations obtained in the year 2020 pursuant to the Corporate Governance Principles;**

In accordance with paragraph 4, article 12 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board, the guarantees, pledges, mortgages and sureties given by the Company and/or its Subsidiaries in favor of the third parties will be included in the ordinary general meeting agenda as a separate item, and information is given in footnote 20 of our Consolidated Financial Statements dated December 31, 2020.

**12. Providing information to the shareholders about the activities conducted in 2020 in the scope of the fact that the shareholders holding the management control, members of the Board of Directors, executives with administrative responsibility, their spouses and relatives related by blood or marriage up to the second degree conduct a significant transaction which might cause a conflict of interest with the Company or its subsidiaries and/or conduct a commercial business covered by the line of business of the Company or its subsidiaries for their own account or on behalf of others, or participate as a shareholder with unlimited liability in another company conducting the same kind of business; and authorizing the Members of the Board of Directors for the said activities as per Articles 395 and 396 of the Turkish Commercial Code for the year 2021;**

Members of our Board of Directors may perform the transactions indicated in paragraph 1, article 395 of the TCC entitled "Prohibition of Transactions with the Company and Borrowing Funds from the Company" and article 396 entitled "Prohibition of Competition" only with the approval of the General Assembly.

As per article 1.3.6 of the "Corporate Governance Communiqué" of CMB no. II-17.1, in the event that shareholders having management control, or the Board members, or the senior executives having administrative responsibility, and their spouses and second degree relatives by blood and marriage perform a material transaction which might cause a conflict of interest with the company or its subsidiaries and/or perform any commercial business transaction which is within the field of activity of the company or its subsidiaries on behalf of themselves or a third party or participate in another partnership in their capacity as the shareholder with unlimited responsibility, the said transactions are included in the general assembly agenda as a separate agenda item with a view to giving detailed information on the subject matter at the general assembly and entered into the general assembly minutes.

In order to satisfy these regulations, granting of such consent will be submitted to the General Assembly for approval, and information will be provided that such transactions were not carried out in 2020.

**13. Wishes.**



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

In the the meeting of our Board of Directors on 12<sup>nd</sup> March 2021;

It was determined that our company's net distributable profit including donations of the period as of 31<sup>st</sup> December 2020 was TL 301,245,713 as per the consolidated financial statements issued pursuant to the "Communique on Principles Related to Financial Reporting in the Capital Markets" numbered II-14.1 of the Capital Markets Board ("CMB") and were independently audited, and TL 395,639,566 as per the financial statements issued according to the legal records.

In terms of the distribution of the profit pertaining to the year 2020, the distributable net profit of the relevant period included in the consolidated financial statements was taken as the basis for the profit distribution in accordance with the regulations of the CMB on profit distribution, Article 26 of our Articles of Association and the principles indicated in our Profit Distribution Policy; and it was decided that the profit distribution model as set forth below shall be submitted to the General Assembly.

Accordingly, it was decided that the following proposals shall be submitted to our partners in the Ordinary General Assembly Meeting pertaining to the year of 2020;

- 1)** to distribute cash dividend of TL 150,757,200 corresponding to 22% of the issued capital of our company,
- 2)** to pay dividend of gross 22% in cash to a share of TL 1 nominal value, the net amount of profit found, after deducting the withholding rates set forth in the tax laws, to our full taxpayer real person partners and to our limited taxpayer real and legal person partners,
- 3)** to transfer the balance amount of TL 233,232,946 found after deducting the legal obligations and the forecasted dividend to be distributed from the pre-tax period profit of TL 475,820,572 accrued according to the legal records, to the Extraordinary Reserves,
- 4)** and to commence the distribution on April 26, 2021.

**EİS ECZACIBAŞI İLAÇ, SINAI VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş.**  
**DIVIDEND DISTRIBUTION TABLE FOR 2020 (TL)**

1.	Paid-in/Issued Capital		685,260,000
2.	Total Legal Reserves (According to Legal Records)		113,059,524
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	385,941,000	475,820,572
4.	Taxes Payable (-)	(63,852,000)	(58,952,842)
5.	Net Current Period Profit (=)	322,089,000	416,867,730
6.	Losses in Previous Years (-)	0	0
7.	Primary Legal Reserve (-)	(20,843,387)	(20,843,387)
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	301,245,613	395,639,566
9.	Donations Made During The Year (+)	100	0
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated	301,245,713	0
11.	First Dividend to Shareholders		
	- Cash	150,757,200	150,757,200
	- Stock	0	0
	- Total	150,757,200	150,757,200
12.	Dividend Distributed to Owners of Privileged Shares	0	0
13.	Other Dividend Distributed		
	- 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	0	0
16.	Secondary Legal Reserves	11,649,420	11,649,420
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	138,838,993	233,232,946
20.	Other Distributable Resources	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	-	128,143,620	0	42.54	0.18700	18.700

In the calculation of the net dividend amount, the withholding rate of Income Tax has been assumed as 15%.

(\*) Pursuant to the Board of Directors' resolution dated October 27, 2020, it was resolved that transfer of 75% of the share sales profit, amounting to TL 384,778, arising from sale of our stake by 2.99664% held in Eczacıbaşı Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. to special fund account in order to take advantage of the exemption specified in clause (e), paragraph (1), article 5 of the Corporate Tax Law no. 5520. This amount has been incorporated into Legal Profit for the Period (on which 5% general legal reserve calculation is based) within the "Based on Legal Records" column on the table and as the relevant exempted profit amount has been transferred to the mentioned fund account, it has not been taken into consideration for subsequent calculations in legal records (Tax Procedure Law).

## **ANNEX-2 REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND KEY MANAGEMENT PERSONEL**

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

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

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

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

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

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

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

Our remuneration policy is based on the concepts of volume of business, performance, contribution in the activities, knowledge/skills and competencies; and aims recruitment and retention by our Company of the workforce with desired qualifications that will allow for establishment of intra-company and inter-company wage balance and the market competitiveness, motivating the employees and increasing their loyalty and achievement of our company's objectives. The Job Family Model that we apply under the structure of our Company is based on an objective system; in this model, the roles in the organization, the basic responsibilities, knowledge/skills/experience and competencies and performance indicators are defined and the fixed wages are determined accordingly.

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

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

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

### **F. Bülent Eczacıbaşı**

Eczacıbaşı Holding Chairman Bülent Eczacıbaşı began his professional career in 1974, and held various positions in Eczacıbaşı Group companies. He also served in the management of a number of prominent business associations, including TÜSİAD, the Turkish Industry and Business Association, where he was Chairman of the Board (1991- 1993) and Chairman of the High Advisory Council (1997-2001); and the Turkish Pharmaceuticals Manufacturers' Association (İEİS), where he was Chairman of the Board (2000-2008). He serves as chairman of several Eczacıbaşı Group companies. Bülent Eczacıbaşı continues to serve both TÜSİAD and İEİS as Honorary Chairman. He is also an Honorary Member of both the Foreign Economic Relations Board (DEİK) and Turkish Enterprise and Business Confederation (TÜRKONFED), and a member of the High Advisory Council of the Aegean Industry and Business Association (EİAD).

Bülent Eczacıbaşı is also on the boards of various civic organizations. He is Chairman of the Board of Trustees of the Istanbul Modern Art Foundation, Chairman of the Board of Directors of the Istanbul Foundation for Culture and Arts (IKSV), and a member of the High Advisory Board of the Turkish Economic and Social Studies Foundation (TESEV), which he previously served as the Founding Chairman (1993-1997).

Bülent Eczacıbaşı graduated from the Department of Chemistry of the Imperial College of Science and Technology, London, and obtained his master's degree in chemical engineering from the Massachusetts Institute of Technology. He has received French and Italian awards of merit, respectively the "Chevalier dans l'Ordre National de la Légion d'Honneur" and "Commendatore dell'Ordine della Stella d'Italia". He is the author of "A Rip in the Sea: New Responsibilities for Business" (2020), a book about his experiences in business and the new roles and responsibilities of business leaders. Bülent Eczacıbaşı is also an avid photographer who loves to experience diverse cultures. A selection of photographs bearing witness to the people and stories he encountered during his travels was also published in 2020 under the title "From the Road".

### **R. Faruk Eczacıbaşı**

Faruk Eczacıbaşı began working in the Eczacıbaşı Group in 1980 after completing his graduate work at Berlin Technical University, and for many years managed the Group's e-transformation process.

Faruk Eczacıbaşı is President of the Turkish Informatics Foundation (TBV) which he co-founded in 1995. In this role, he contributes to the preparation of numerous studies on related issues as well as the shaping of public policy.

In 1996, Faruk Eczacıbaşı assumed his current position as Vice Chairman of the Eczacıbaşı Group. He serves as chairman or vice-chairman of several Eczacıbaşı Group companies. In 1999, he also became President of the Eczacıbaşı Sports Club.

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

## **Atalay M. Gümrah**

Atalay Gümrah graduated from Galatasaray Lycée and Boğaziçi University's Industrial Engineering Department. He received a master's degree in Industrial Engineering from the same university.

Gümrah initiated his career in 1992 at Ekom Eczacıbaşı Foreign Trade as Regional Manager. In 1994, he was appointed Commercial Manager of Vitra UK, and in 1997, General Manager of the Group's newly established marketing and sales company in Russia, EBM Jsc., where he was given the responsibility of developing its business. In 1999, Gümrah joined Intema Building Materials Marketing and Sales, where he served respectively as Projects and Operation Manager, Sales Operation Manager, Assistant General Manager, and General Manager, a position he held between 2006 and 2011. In January 2011, he was appointed Vice President of the Eczacıbaşı Building Products Division (Bathrooms) and General Manager of Eczacıbaşı Building Products, and in October 2013, he was given the additional role of Executive Vice President of the Eczacıbaşı Building Products Division. A member of the Board of several Building Products Division companies, Gümrah was appointed CEO of the Eczacıbaşı Group effective as of 1 February 2017.

In addition to serving on the boards of several Eczacıbaşı Group companies, Gümrah is Chairman of the Clay, Ceramic, Cement and Glass Industry Employers' Association of Turkey.

## **Seyfettin Sarıçam**

Seyfettin Sarıçam completed his BS in Industrial Engineering at Bosphorus University in 1995 and his MBA at New York University's Stern School of Business in 1999.

Sarıçam started his career in the audit department of PwC's Istanbul office in 1995, then moved into investment banking and advisory services. He has worked for JPMorgan Chase in New York and London offices as an Investment Banking Associate (1999-2001), the Istanbul-based corporate finance and advisory boutique Antika Partners as Vice President (2002-2006), and Merrill Lynch's Turkish Investment Banking department as Vice President (2006-2008) and Director (2008-2010). In 2010, Sarıçam joined Deutsche Bank's Turkish Investment Banking department, where he became Head of Turkish Corporate Advisory in 2014. During this period, Sarıçam completed several M&As, divestitures, equity and bond offerings, and financing transactions for corporates, private equity houses, and sovereign wealth funds in Turkey and abroad.

Sarıçam joined the Eczacıbaşı Group in July 2016 as Deputy Head of Strategic Planning and Finance at Eczacıbaşı Holding and became Head of Strategic Planning and Finance in October 2016. In January 2019, he was appointed to his current post of Chief Financial Officer. He serves on the boards of several Eczacıbaşı Group companies.

## **H. Toker Alban**

Born in Istanbul in 1946, Toker Alban completed his secondary education at Ankara College and his undergraduate degree in the Department of Finance and Economics of Ankara University's Faculty of Political Sciences. Subsequently, he completed a postgraduate degree in economics at Oxford University.

Alban worked as an Economist and Project Specialist in the State Investment Bank from 1969 to 1976 and as Education Manager, Assistant General Manager and Board Member of DESİYAB from 1976 to 1980; he was also a member of the Board of Directors of Taksan and Testaş. In 1980, he joined the Eczacıbaşı Group as Planning and Budget Control Manager at Eczacıbaşı Seramik Sanayi ve Ticaret A.Ş. Later, he moved to Eczacıbaşı Holding where he served respectively as Assistant Coordinator of the Building Products Division, Assistant General Manager, Planning and Finance Coordinator, and Head of the Strategic Planning and Finance Department. Alban retired in January 2009.

Toker Alban is an independent member of the Company's and İntema Building Materials Marketing and Sales' board of directors since April 2018.

## **Zühal Atanan**

Born in Çanakkale in 1954, Zühal Atanan completed her secondary education at Robert Academy, her undergraduate degree in Boğaziçi University's Faculty of Administrative Sciences and continued her studies at the University of California, Berkeley, where she obtained an MBA.

Atanan started her business life as a planning specialist at Eczacıbaşı Holding A.Ş. Over the next 30 years, she held numerous strategic planning positions at Eczacıbaşı Holding while also serving on the board of directors of various Eczacıbaşı Group companies. Atanan retired from her final post as Strategic Planning and Business Development Director in July 2009.

Zühal Atanan is an independent member of the Company's and İntema Building Materials Marketing and Sales' board of directors since April 2018.

## **STATEMENT OF INDEPENDENCE**

I hereby declare that within framework of the legislation, the articles of association, and the criteria specified in the Corporate Governance Communiqué of the Capital Markets Board, I am a candidate for taking the office as an "independent member" in EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. (Company), and within this scope;

- That there has been no employment relation at manager level to undertake significant roles and responsibilities, that more than 5% of capital or voting rights or privileged shares has not been collectively or individually acquired or that no material commercial relationship has been established during the last five years between the Company, partnerships in which the Company has management control or material effect, partners having management control on the Company or having material effect on the Company, legal persons in which such partners have management control, and me, my spouse and my second degree relatives by blood and marriage,
- That during the last five years, I have not taken office as a partner (5% and above), employee in capacity of manager to undertake significant roles and responsibilities or member of the board of directors in the companies from/to which the Company has considerably purchased/sold service or product, within framework of the agreements concluded including notably the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, for the period during which such service or product purchase or sales transactions have been performed,
- That I have the professional education, knowledge, and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors,
- That I will not work as a full-time employee in public institutes and institutions, except for being a faculty member at a university and provided that it is consistent with the legislation, after being elected as a member,
- That I am considered a resident of Turkey pursuant to the Income Tax Law,
- That I possess strong ethic standards, professional reputation, and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of interest between the company and its shareholders, and to decide independently taking into account the interests of the stakeholders,
- That I will spare time for works of the Company to such extent that I can track functioning of the Company's activities and completely fulfill the requirements of the duties I assume,
- That I have not served as a board member at the Company's board of directors for more than six years in the last ten years,
- That I do not take office as independent member of the board of directors in the Company and in more than three of the companies controlled by the partners having management control on the Company and, in total, in more than five of the companies being traded in the stock market,
- And that I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

**Hasan Toker ALBAN** (\*)

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

## **STATEMENT OF INDEPENDENCE**

I hereby declare that within framework of the legislation, the articles of association, and the criteria specified in the Corporate Governance Communiqué of the Capital Markets Board, I am a candidate for taking the office as an "independent member" in EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. (Company), and within this scope;

- That there has been no employment relation at manager level to undertake significant roles and responsibilities, that more than 5% of capital or voting rights or privileged shares has not been collectively or individually acquired or that no material commercial relationship has been established during the last five years between the Company, partnerships in which the Company has management control or material effect, partners having management control on the Company or having material effect on the Company, legal persons in which such partners have management control, and me, my spouse and my second degree relatives by blood and marriage,
- That during the last five years, I have not taken office as a partner (5% and above), employee in capacity of manager to undertake significant roles and responsibilities or member of the board of directors in the companies from/to which the Company has considerably purchased/sold service or product, within framework of the agreements concluded including notably the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, for the period during which such service or product purchase or sales transactions have been performed,
- That I have the professional education, knowledge, and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors,
- That I will not work as a full-time employee in public institutes and institutions, except for being a faculty member at a university and provided that it is consistent with the legislation, after being elected as a member,
- That I am considered a resident of Turkey pursuant to the Income Tax Law,
- That I possess strong ethic standards, professional reputation, and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of interest between the company and its shareholders, and to decide independently taking into account the interests of the stakeholders,
- That I will spare time for works of the Company to such extent that I can track functioning of the Company's activities and completely fulfill the requirements of the duties I assume,
- That I have not served as a board member at the Company's board of directors for more than six years in the last ten years,
- That I do not take office as independent member of the board of directors in the Company and in more than three of the companies controlled by the partners having management control on the Company and, in total, in more than five of the companies being traded in the stock market,
- And that I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

**Zühal ATANAN** (\*)

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



## **ANNEX-4 DONATION AND GRANTS POLICY**

The Donation and Grants Policy of our Company has been specified as the below in subclause G of article 4 of the Company Main Agreement:

“The company may provide financial support or donations to foundations, associations, universities and similar organizations established with a social purpose provided that the purpose of the Company is not impaired thereby and provided further that the provisions of the Capital Markets Board are satisfied. The upper limit of the donations to be made shall be fixed by the General Assembly. No donation in excess of that limit is allowed and any donations are added to the tax base for distributable profit. The donations should always follow the provisions of the Capital Markets Board as related to the disguised earnings. Special disclosure is made as required for the donations. The donations made throughout the year are communicated to the shareholders at the General Assembly.”

Every Year in the General Assembly Meeting every year, shareholders decide the upper limit of donations to be made that year.