



## KAMUYU AYDINLATMA PLATFORMU

# ECZACIBAŞI YATIRIM HOLDİNG ORTAKLIĞI A.Ş. Corporate Governance Information Form 2024 - Annual Notification

### Summary

2024 Corporate Governance Information Form

# 1. SHAREHOLDERS

Related Companies ☐

Related Funds ☐

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc. ) organised by the company during the year	-
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/1278152">https://www.kap.org.tr/tr/Bildirim/1278152</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The call for General Assembly Meeting, Agenda of General Assembly, General Assembly Information Document and sample Letter of Proxy have been announced at PDP in English at the same time as the Turkish version, whereas the Minutes of the General Assembly Meeting has been uploaded to the corporate website as an English text as soon as possible after the announcement made in PDP.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no transaction in this regard.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	There is no transaction in this regard.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	<a href="https://www.kap.org.tr/tr/Bildirim/1281000">https://www.kap.org.tr/tr/Bildirim/1281000</a>
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Eczacıbaşı Yatırım Holding / Corporate Governance / Company

	Policies / Donation and Aid Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/tr/Bildirim/1021620">https://www.kap.org.tr/tr/Bildirim/1021620</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	There is no such article of such nature in the articles of association. It is possible for those stakeholders who wish to do so to attend general assembly meetings with no right of taking the floor.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Some of the Eczacıbaşı Group employees attended the General Assembly Meeting, where the activities for the year 2023 were discussed.
<b>1.4. Voting Rights</b>	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 81,57
<b>1.5. Minority Rights</b>	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Eczacıbaşı Yatırım Holding / Corporate Governance / Company Policies / Dividend Distribution Policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	It was decided to distribute dividends.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	It was decided to distribute dividends.

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification

22/05/ 2024		0	% 82,88	% 0,06	% 82,82	Investor Relations / Eczacıbaşı Yatırım Holding / General Assembly - General Assembly Minutes	Investor Rela-tions / Ec-zacıbaşı Yatırım Holding / General As-sembly - General As-sembly Minutes	None	0	<a href="https://www.kap.org.tr/tr/Bildirim/1278152">https:// www.kap.org.tr/tr/ Bildirim/1278152,</a> <a href="https://www.kap.org.tr/tr/Bildirim/1289827">https:// www.kap.org.tr/tr/ Bildirim/1289827,</a> <a href="https://www.kap.org.tr/Bildirim/1294343">https:// www.kap.org.tr/ Bildirim/1294343</a>
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## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations / Eczacıbaşı Yatırım Holding/ Financial Information - Material Event Disclosures and Announcements - Corporate Governance - General Assembly - Frequently Asked Questions - Contact
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations / Eczacıbaşı Yatırım Holding / About Us / Shareholding Structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Corporate Governance / Board of Directors and Independence Statements
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Corporate Governance / Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Corporate Governance / Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	There is no legislative change that may significantly affect the Company's activities Information is provided in the "Other Issues and Explanations" section of the Annual Report.

d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	There is no lawsuit brought against the company that may affect its financial position. Information is provided in the "Other Issues and Explanations" section of the Annual Report.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	No investment consultancy and rating service was procured. Information is provided in the "Other Issues and Explanations" section of the Annual Report.
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Activities, Substantial Developments Related to Activities and Financial Status / Information on Affiliates and Financial Investments
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Corporate Governance

### 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Although intra-company regulations do not a written compensation policy, compensation rights of beneficiaries are managed according to national and international legal norm.
The number of definitive convictions the company was subject to in relation to breach of employee rights	None.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Eczacıbaşı Group Ethics Committee
The contact detail of the company alert mechanism	E-mail address: etik@eczacibasi.com.tr Telephone number: (0 212) 371 72 72 Fax number: (0 212) 371 72 66
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Eczacıbaşı Group's internal regulations are not publicly available.
Corporate bodies where employees are actually represented	Our company does not have permanent employees, management services are outsourced.
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Developing a succession plan for the key management positions is determined by the Human Resources Planning Board and monitored by Eczacıbaşı Group's Talents and Remuneration Committee.
	Gender and Equal Opportunity Policy is published at

<p>The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.</p>	<p>www.eczacibasi.com.tr Investor Relations / Eczacıbaşı Yatırım Holding / Corporate Governance / Company Policies / Gender and Equal Opportunity Policy, and the summary of the human resources policy of Eczacıbaşı Group covering hiring principles is published at www.eczacibasi.com.tr / Come Alive at Eczacıbaşı / Come Alive For Your Career.</p>
<p>Whether the company provides an employee stock ownership programme</p>	<p>Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)</p>
<p>The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.</p>	<p>Eczacıbaşı Group's policy covering discrimination and mistreatments and the measures to prevent them is published at www.eczacibasi.com.tr/ Code of Conduct.</p>
<p>The number of definitive convictions the company is subject to in relation to health and safety measures</p>	<p>0</p>
<p><b>3.5. Ethical Rules and Social Responsibility</b></p>	
<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>Investor Relations / Eczacıbaşı Yatırım Holding / Corporate Governance / Code of Ethics</p>
<p>The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.</p>	<p>The activities carried out for corporate social responsibility issues in Eczacıbaşı Group are published at www.eczacibasi.com.tr / For Our Future / Social Responsibility. In addition, Environmental, Social, Corporate Governance Policy is published on www.eczacibasi.com.tr Investor Relations / Eczacıbaşı Yatırım Holding / Corporate Governance / Company Policies / Environmental,</p>



Social, Corporate  
Governance Policy.

Any measures combating any kind of corruption including  
embezzlement and bribery

The measures taken by  
Eczacıbaşı Group for  
combating corruption are  
included in the Code of  
Conduct booklet and  
published at  
[www.eczacibasi.com.tr](http://www.eczacibasi.com.tr) /  
Code of Conduct.

## 4. BOARD OF DIRECTORS-I

<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
Date of the last board evaluation conducted	26.02.2025
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	No delegation of authority has been made among the members of the Board of Directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	0
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Information on the company's internal control system and internal audit activities, and opinion of the managing body
Name of the Chairman	Ferit Bülent Eczacıbaşı
Name of the CEO	Ferit Erin
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	They are not the same person
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	Insurance was subscribed under the umbrella insurance of the Group and the sum insured is above 25% of the Company capital. Since it is covered by the Group's umbrella insurance, no PDP disclosure was made.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	There is no policy specific to increasing the ratio of female board members, information on the Gender and Equal Opportunity Policy is provided in <a href="http://www.eczacibasi.com.tr">www.eczacibasi.com.tr</a> Investor Relations /

	Eczacıbaşı Yatırım Holding / Corporate Governance / Company Policies / Gender and Equal Opportunity Policy section.
The number and ratio of female directors within the Board of Directors	Number: 1; ratio: 16.67%

#### Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/OR Finance Or Not
F.Bülent Eczacıbaşı	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director )	15/04/1993	-	-	-	-
R. Faruk Eczacıbaşı	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director )	15/04/1996	-	-	-	-
Ferit Erin	İcrada görevli (Executive)	Bağımsız üye değil ( Not independent director )	31/12/2024	-	-	-	Evet (Yes)
Simhan Savaşçın Başaran	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director )	18/04/2022	-	-	-	-
Nesimi Erten	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director )	11/04/2023	<a href="https://www.kap.org.tr/Bildirim/1278152">https://www.kap.org.tr/Bildirim/1278152</a>	Değerlendirildi ( Considered )	Hayır (No)	Evet (Yes)
Sertaç Mustafa Nişli	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director )	22/05/2024	<a href="https://www.kap.org.tr/Bildirim/1278152">https://www.kap.org.tr/Bildirim/1278152</a>	Değerlendirildi ( Considered )	Hayır (No)	Hayır (No)

## 4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	Four physical meetings were held and the other 19 meeting resolutions have been passed by circulating among the attendees.
Director average attendance rate at board meetings	% 97,37
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	Documents prepared in connection with agenda items are sent by the secretariat to members of the Board of Directors minimum three (3) business days before meeting date.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Eczacıbaşı Yatırım Holding / Corporate Governance / Working Principles of the Board of Directors
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Although there is no such policy, members of the Board of Directors other than independent board members can take office at companies affiliated with Eczacıbaşı Group, however, as a principle, they may not take office outside the Group.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance / Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/817981">https://www.kap.org.tr/tr/Bildirim/817981</a> <a href="https://www.kap.org.tr/tr/Bildirim/820333">https://www.kap.org.tr/tr/Bildirim/820333</a>

## Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)	-	Nesimi Erten	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Sertaç Mustafa Nişli	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Sertaç Mustafa Nişli	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Simhan Savaşçın Başa-ran	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Zeynep Sertepe	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Nesimi Erten	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Simhan Savaşçın Başaran	Hayır (No)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report / Corporate Governance / Board of Directors / Audit Committee
Specify where the activities of the corporate governance committee are presented in your annual report or website ( Page number or section name in the annual report/website )	Annual Report / Corporate Governance / Board of Directors / Corporate Governance Committee
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	No separate nomination committee was established in accordance with article 4.5.1 of the Communiqué number II.17-1. The duties of the nomination committee are fulfilled by the corporate governance committee. Described under the titles of the Annual Report / Corporate Governance/ Board of Directors/ Corporate Governance Committee.
Specify where the activities of the early detection of risk committee are presented in your annual report or website ( Page number or section name in the annual report/website )	Annual Report / Corporate Governance / Board of Directors / Committee of Early Detection of Risk
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	No separate compensation committee was established in accordance with article 4.5.1 of the Communiqué number II.17-1. The duties of this committee are fulfilled by the corporate governance committee. Described under the titles of the

	Annual Report / Corporate Governance/ Board of Directors/ Corporate Governance Committee.
<b>4.6. Financial Rights</b>	
Specify where the operational and financial targets and their achievement are presented in your annual report ( Page number or section name in the annual report)	Activities, Substantial Developments Related To Activities And Financial Position
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Eczacıbaşı Yatırım Holding / Corporate Governance / Company Policies / Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Corporate Governance / Benefits Provided to Members of the Board of Directors and Senior Executives

#### Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi ( Audit Committee)	-	% 100	% 100	4	11
Kurumsal Yönetim Komitesi ( Corporate Governance Committee)	-	% 67	% 33	3	6
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)	-	% 100	% 50	7	7