

# ANADOLU EFES BİRACILIK VE MALT SAN. A.Ş. GENERAL ASSEMBLY INFORMATION DOCUMENT

In its meeting dated 25.03.2022, our Board of Directors resolved unanimously by the attendees that based on the Company's 2021 calendar year operations, the Annual Ordinary General Assembly is to be held on 20.04.2022 Wednesday at 14:00 at the address "Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok Kat:1 34771 Ümraniye / İstanbul" with the agenda set forth below, the related announcement is to be made and all the necessary steps to be taken as required by the Turkish Commercial Code, the Articles of Association as well as other related regulations to conduct and finalize the meeting.

Balance Sheet, Income Statement, Annual Report including Corporate Governance Compliance Report, Dividend Distribution Proposal, as well as Independent External Auditors' report for the year 2021 along with a General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices and our website at **www.anadoluefes.com** 21 days prior to the meeting.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (APPENDIX-1) or published at our Company's website addressed **www.anadoluefes.com** or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, our corporate website [www.anadoluefes.com](http://www.anadoluefes.com) or our head office for more information, in order for them to perform their obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

In accordance with the Article 415 paragraph 4 of the Turkish Commercial Code Numbered 6102 and Article 30 paragraph 1 of the Capital Markets Law Numbered 6362, attendance to and voting at the General Assembly is not conditional upon the deposit of the shares. Therefore, if our shareholders would like to attend our General Assembly Meeting, there is no need to have their shares blocked.

## **ADDITIONAL EXPLANATIONS REGARDING GENERAL ASSEMBLY MEETING**

The information given as per the Article 1.3.1 of the Corporate Governance Principles which are annexed to the Corporate Governance Communiqué numbered II.17.1 are as follows:

### **1. Shareholding Structure and Voting Rights**

There are no privileged shares among the shares representing the paid-in capital of our company. The shareholders shall have one vote for each share they hold. The voting rights of the shareholders are provided in the table below:

#### **Anadolu Efes Biracılık ve Malt Sanayii A.Ş. Shareholding Structure (as of 28.03.2022)**

	<b>Amount (TL)</b>	<b>(%)</b>
<b>AG Anadolu Grubu Holding A.Ş.</b>	254,891,157	43.05
<b>AB InBev Harmony Ltd.</b>	142.105.263	24.00
<b>Publicly Held</b>	195,108,843	32.95
<b>Total Issued Capital</b>	<b>592,105,263</b>	<b>100.00</b>

### **2. Information on Requests by Shareholders, Capital Markets Board (CMB) or Other Public Authorities to Include Items on the Agenda:**

While preparing the agenda of the 2021 Ordinary General Assembly Meeting which will be held on 20.04.2022, there has not been any written requests that the shareholders sent to the Investor Relations Unit in a written format to be included on the agenda. Likewise, shareholders, CMB or other government institutions, which are related to the company, have not sent any agenda item requests to be added to the agenda.

### **3. Information about the Management and Operational Changes that Affected Our Company's or Subsidiaries' Operations in the past Fiscal Period and the Changes that are Planned in the Following Fiscal Periods and the Reasons on the back of These Changes**

Management and operational changes that occurred in 2021 and are planned to take place in 2022 are announced to public through special case announcements and are available on <https://www.anadoluefes.com/en/tablo/534/investor-relations/announcements> .

## **EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL ASSEMBLY MEETING DATED 20.04.2022**

### **1. Opening of the meeting and establishment of the Board of the Assembly**

The Chairmanship Council that will chair the General Assembly Meeting will be established pursuant to the relevant regulations.

## **2. Reading out and discussion of the annual report of the Board of Directors for the year 2021**

Pursuant to the relevant regulations, Annual Report of Board of Directors for the year ended 31.12.2021 will be read out and discussed in the General Assembly Meeting and submitted for the approval of our Shareholders.

The above mentioned report has been made available for the review of our Shareholders at the Company Head Office and our website at [www.anadoluefes.com](http://www.anadoluefes.com) website.

## **3. Reading out the report of the Independent Audit Company for the fiscal year 2021**

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2021 will be read out in the General Assembly Meeting.

The report has been made available for review of our Shareholders at the Company Head Office and our website at [www.anadoluefes.com](http://www.anadoluefes.com) website.

## **4. Reading out, discussion and approval of the Financial Statements for the fiscal year 2021 prepared in accordance with the regulations of CMB**

Pursuant to the relevant regulations, 2021 Financial Statements will be read out, discussed in the General Assembly Meeting and submitted to approval of our Shareholders.

The documents have been made available for review of our Shareholders at the Company Head Office and our website at [www.anadoluefes.com](http://www.anadoluefes.com) website.

## **5. Acquittal of the members of the Board of Directors separately regarding their actions in 2021**

Pursuant to the relevant regulations, the acquittal of the members of the Board of Directors separately for their activities, procedures and accounts for the year 2021 will be submitted for the approval of the General Assembly.

## **6. Approval, revision or rejection of the proposal of the Board of Directors on distribution of profits**

In its meeting held on February 23, 2022, our Board of Directors resolved to submit for the approval of the General Assembly a cash dividend proposal of gross 1.8545 TL (net 1.66905 TL) per each share with 1 TL nominal value amounting to a total of 1,098,059,210.23 TL realizing a 185.45% gross dividend distribution, calculated for the period January-December 2021 to be paid starting from May 20, 2022.

## DIVIDEND DISTRIBUTION TABLE (31.12.2021-TL)

### ANADOLU EFES BIRACILIK VE MALT SANAYII A.Ş. 01.01.2020/31.12.2020 Period Dividend Payment Table (TL)

1.Paid-In / Issued Capital	592.105.263
2. Total Legal Reserves (According to Legal Records)	372.939.109,84

	Based on CMB Regulations	Based on Legal Records
*		
3. Current Period Profit	1.424.835.124,33	-223.385.005,39
4. Taxes Payable (-)	610.076.230,33	0
5. Net Current Period Profit	814.758.894	-223.385.005,39
6. Losses in Previous Years (-)	0	1.173.150.603,9
7. Primary Legal Reserve (-)	0	0
8. Net Distributable Current Period Profit	814.758.894	-1.396.535.609,29
Dividend Advance Distributed (-)	0	0
Dividend Advance Less Net Distributable Current Period Profit	0	0
9. Donations Made During The Year ( + )	10.260.740,56	0
10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	825.019.634,56	0
11. First Dividend to Shareholders	0	0
* Cash	0	0
* Stock	0	0
12. Dividend Distributed to Owners of Privileged Shares	0	0
13. Other Dividend Distributed	0	0
* To the Employees	0	0
* To the Members of the Board of Directors	0	0
* To Non-Shareholders	0	0
14. Dividend to Owners of Redeemed Shares	15.110.967,35	0
15. Second Dividend to Shareholders	0	0
16. Secondary Legal Reserves	0	0
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. Extraordinary Reserves	799.647.926,65	0
20. Other Distributable Resources	1.145.605.262,85	1.145.605.262,85

### Dividend Payment Rates Table

Share Group	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
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TOTAL	973.764.473,42			1,64458	164,458

### **7. Election of the new members of the Board of Directors in place of those whose terms of office have expired and determine the terms of office and remuneration,**

Pursuant to the relevant regulations, the General Assembly will assign the members of the Board of Directors. According to the Corporate Governance Principles, four members in the Board of Directors of Anadolu Efes should be independent.

Nomination Committee examined all proposed candidates for independent Board of Directors membership, including management's and shareholders', whether they fulfill the independence criteria or not, prepared a report on this issue and submitted this to the Board of Directors with

its report dated February 11, 2022. As the law allows Corporate Governance Committee to fulfill the function of Nomination Committee, the stated report was prepared by the Corporate Governance Committee. Each independent Board of Directors member candidate provided in a written declaration to the Corporate Governance Committee that he/she is independent within the framework of the legislation, articles of association and the criteria stated in the Corporate Governance Principles.

Board of Directors decided to elect Mr. Uğur Bayar, Mr. Şevki Acuner, Mr. Barış Tan and Mrs. Lale Develioğlu as independent member candidates within the scope of Corporate Governance Committee's report and sent this list to the CMB on February 15, 2022 to take the opinion of CMB. According to CMB's written response dated March 4, 2022, there is no objection received from CMB regarding the independent member candidates.

Consequently, the final list of independent members and their CV's are made public via the information document together with the invitation to the General Assembly Meeting announcement. The CV's of the proposed new members to the Board of Directors are available in APPENDIX-2. In addition, the remuneration of the Board of Directors will also be determined in the General Assembly pursuant to the regulations of the Turkish Commercial Code, by-laws and the Company's Articles of Association. Statements of Independent Status of the candidates for independent Board membership are also available in APPENDIX-3.

**8. Selection of the independent audit company for the audit of the financial statements and reports for the year 2022 in accordance with the Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362**

In accordance with the CMB communiqué regarding the "Standards of External Independent Audit", the Board of Directors resolved to select PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent auditor firm for the fiscal year 2022, in line with the opinion of the Audit Committee. This decision by the Board of Directors will be submitted for the approval of the General Assembly.

**9. Informing the shareholders on the donations made by the Company in 2021 in accordance with the regulations laid down by the Capital Markets Board**

In accordance with the relevant regulations, the General Assembly must be informed about the donations made within the year. The article in question is not related to the approval of the General Assembly and is intended only for information purposes since donation limits are included in the Articles of Association of the Company. Our company has donated a consolidated amount of TL 19,726,000 in 2021, including the donations to the Anadolu Education and Welfare Foundation.

**10. According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by granting collaterals, pledges and mortgages in favor of third persons**

Informing the General Assembly on any income and benefits obtained by the Company granting collaterals, pledges and mortgages in favor of third persons.

**11. Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of Corporate Governance Principles of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board,**

According to the Article 1.3.6. of Corporate Governance Principles of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board; “In cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter and recorded in the minutes of meeting.” The General Assembly will be informed that no such transaction took place in 2021.

**12. Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code**

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled “Prohibition of Transactions and Borrowing with Company” and Article 396, titled “Non-Competition,” may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

**13. Petitions and requests**

## APPENDIX-1

### PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING

#### ANADOLU EFES BİRACILIK VE MALT SANAYİİ A.Ş.

#### To the Chair of the General Assembly of Shareholders

I hereby appoint..... as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Anadolu Efes Biracılık ve Malt Sanayii A.Ş. that will convene on April 20, 2022 Wednesday, at 14:00 at the address “Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok Kat:1 34771 Ümraniye / İstanbul”.

The Attorney’s(\*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System)

Number: (\*) Foreign attorneys should submit the equivalent information mentioned above.

#### A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

##### 1. About the agenda items of General Assembly:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

##### Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening of the meeting and establishment of the Board of the Assembly			
2. Reading out and discussion of the annual report of the Board of Directors for the year 2021			
3. Reading out the report of the Independent Audit Company for the fiscal year 2021			
4. Reading out, discussion and approval of the Financial Statements for the fiscal year 2021 prepared in accordance with the regulations of CMB			
5. Acquittal of the members of the Board of Directors separately regarding their actions in 2021			
6. Approval, revision or rejection of the proposal of the Board of Directors on distribution of profits			
7. Election of the new members of the Board of Directors in place of those whose terms of office have expired and determine the terms of office and remuneration			
8. Selection of the independent audit company for the audit of the financial statements and reports for the year 2022 in accordance with the Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362			
9. Informing the shareholders on the donations made by the Company in 2021 in accordance with the regulations laid down by the Capital Markets Board			

10. According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by granting collaterals, pledges and mortgages in favor of third persons			
11. Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of Corporate Governance Principles of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board			
12. Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code			
13. Petitions and requests			

(\*)No voting on the informative items. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

**SPECIAL INSTRUCTIONS:** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as follows:**

- a) Order and Serial:\*
- b) Number / Group:\*\*
- c) Amount-Nominal Value:
- ç) Share with voting power or not:
- d) Bearer-Registered:\*
- e) Ratio of the total shares/voting rights of the shareholder:

\* Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.**

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

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System)

Number:

Address:

(\*)Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE



## **APPENDIX-2: RESUMES OF CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS**

### **TUNCAY ÖZİLHAN**

#### *Board Member Candidate*

Tuncay Özilhan was born in Kayseri. He studied in Saint-Joseph High School, then graduated from the Faculty of Economics of İstanbul University. He received his MBA degree from Long Island University in the United States. He started his career in 1977 as General Director of Erciyas Brewery and has undertaken responsibilities such as Coordinator of the Beer Group and General Coordinator of Anadolu Group. Tuncay Özilhan acted as the CEO of Anadolu Group from 1984 to February 2017. He is the Chairman of Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as various Group companies. Özilhan served as the Chairman of TÜSİAD (Turkish Industrialist's and Businessmen's Association) from 2001 to 2003 and he is currently Chairman of its High Advisory Council. His other responsibilities include; Member of The Board at the Foreign Economic Relations Board (DEİK), Honorary Consul for the Republic of Estonia and President of Anadolu Efes Sports Club. He also served as Chairman of the Turkish – Russian Business Council at DEİK. Tuncay Özilhan holds Ministerial Medal by the Ministry Foreign Affairs of the Republic of Estonia and “The Order of the Rising Sun, Gold and Silver Star”, constituting one of the most important orders awarded by Japanese government.

### **KAMİLHAN SÜLEYMAN YAZICI**

#### *Board Member Candidate*

Kamil Yazıcı graduated from New York Military Academy as lieutenant captain (96’), holds a BA degree from Emory University’s Goizueta Business School (00’), an MBA degree from American Institute of Business and Economics (05’) and has completed the GMP program at the Harvard Business School (17’). Starting his career in Anadolu Group in year 2000, Yazıcı completed the orientation program at the holding later continuing his career in Anadolu Efes’s Russian beer operations where he assumed the roles of Supply Chain Director and Business Development Director during 2008-2011. In 2011 Yazıcı was appointed as General Manager of Efes Vitanta in Moldova and resumed this role until 2014. In 2014 he was appointed as Market Development Director, a position held until 2017. Since 2017 Yazıcı has been serving as Board Member and Vice-Chairman on Anadolu Group Holding and subsidiary boards. In addition, Yazıcı serves as Board Member for TAIK (Turkish-American Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School’s Alumni Board) and is Chairman of KYVDAS (the Kamil Yazıcı Family Trust).

### **JASON WARNER**

#### *Board Member Candidate*

Jason Warner is AB InBev's Zone President Europe since 1 January 2019. Born in 1973, he is a dual British and U.S. citizen and received a BSc Eng Hons Industrial Business Studies degree from DeMontfort University in the United Kingdom. Prior to his current role, he was Business Unit President for North Europe between 2015 and 2018. He joined AB InBev in July 2009 as Global VP Budweiser, based in New York, before moving into a dual role of Global VP Budweiser and Marketing VP. He has also held Global VP roles for Corona as well as Innovation and Renovation. Prior to joining AB InBev, he held various positions at The Coca-Cola Company and Nestlé.

## **TALİP ALTUĞ AKSOY**

### *Board Member Candidate*

Talip Altuğ Aksoy received his bachelor's degree in economics from Oglethorpe University in USA. He began his career as Finance Assistant Specialist at Anadolu Group in 1995 and was appointed as a Finance Specialist in 1996. Aksoy worked as Human Resources and Treasury Specialist from 1998 to 2000. He served as Director of Sales and Marketing at Efes Invest from 2000 to 2003 and was appointed as the Director of Trade and Export at Efes Beer Group in January 2003. Continuing his career at Anadolu Group as the Director of Purchasing and Logistics between 2006-2008, Aksoy was appointed as Director of Supply Chain of Efes Beer Group in June 2008. In November 2011, he was appointed as Efes Turkey Managing Director and served in this position until January 2017. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

## **RASİH ENGİN AKÇAKOCA**

### *Board Member Candidate*

R. Engin Akçakoca received his undergraduate degree from Middle East Technical University in Management and started his career in banking in 1974. He assumed Deputy General Manager position in Koç-Amerikan Bank during 1986 and 1991 and General Manager position in Koçbank A.Ş. during 1991 and 2000. He was appointed as the Chairman of the Banking Regulation and Supervision Agency and the Savings Deposit Insurance Fund in 2001 responsible for a large-scale banking sector restructuring program held in Turkey. Akçakoca has been working as a consultant since 2004; he holds board member positions in various Anadolu Group companies.

## **AHMET BOYACIOĞLU**

### *Board Member Candidate*

Ahmet Boyacıoğlu graduated from Middle East Technical University in Business Administration. Mr. Boyacıoğlu began his professional career with the Efes Beverage Group (Anadolu Efes) in 1973. He served in various positions between 1973 and 2005 including Bursa Region Sales Manager, Ege Biracılık ve Malt San. A.Ş. Sales Manager, Güney Biracılık ve Malt San. A.Ş. General Manager, Ege Biracılık ve Malt San. A.Ş. General Manager, Eastern Europe President, International Beer Operations Group President, and Strategy and Business Development Director. Mr. Boyacıoğlu was appointed as the President of the Efes Beer Group in May 2005 and retired in February 2007. Currently, he sits on the Boards of Directors of some Anadolu Group companies.

## **AGAH UĞUR**

### *Board Member Candidate*

Born in 1957 in İstanbul, Agah Uğur studied Industrial Engineering at the University of Birmingham, UK then qualified as a chartered accountant in England in 1985. He worked in Birmingham, London and Jersey offices of Touche Ross & Co (currently Deloitte), İstanbul office of Arthur Andersen and Türkiye Emlak Bankası before joining Borusan Group in 1989 as CFO. He served as Group CEO between 2001 and 2018 until he retired. He is currently vice chairman in Dogan Holding and a board member in Pegasus Havayolları, Anadolu Efes, Coca Cola İçecek, Alcatel Lucent Teletaş Telekomünikasyon, Gözde Girişim as well as an advisory board member in some reputable Turkish corporations. Agah Uğur is a partner and chairman in venture capital firm, Bogazici Ventures and he also manages his own portfolio of technology startups. Agah held more than 15 board and advisory board positions in various NGOs during his professional career. Currently he is a member of the High Advisory Council of TUSIAD, a member of the Board of Trustees of Sabanci University, member of the Advisory Board of

Columbia University Istanbul Global Center. He is also a founding member and vice chairman of the Saha Foundation, supporting Turkish contemporary art. He is an art collector with a special focus on new media and video art.

**Prof. Dr. BARIŞ TAN**

*Independent Board Member Candidate*

Prof. Barış Tan is a Professor of Operations Management and Industrial Engineering at Koç University, Istanbul, Turkey. He is the author of many publications in the areas of design and control of production systems, supply chain management, analytical modelling, and business model innovation, and the recipient of Turkish Academy of Sciences Distinguished Young Scholar Award, TUBITAK fellowship, NATO Science Fellowship, the Rockefeller Foundation Residency Award at Bellagio Center, and best paper awards for his publications. Barış Tan received a BS degree in Electrical and Electronics Engineering from Boğaziçi University, and ME in Industrial and Systems Engineering, MSE in Manufacturing Systems, and PhD in Operations Research from the University of Florida. He has been working at Koç University since 1994 and previously served as the Vice President for Academic Affairs, Dean of College of Administrative Sciences and Economics and the Director of the Graduate School of Business. He held visiting positions at Harvard University Division of Engineering and Applied Sciences, MIT Operations Research Center, MIT Laboratory for Manufacturing and Productivity, Cambridge Judge Business School, and University College London School of Management. Professor Tan is a member of the advisory boards of Kyoto University Graduate School of Management, EM Lyon and Nottingham Business School, and the chairman of the ISM University of Management and Economics Senate. He served on the boards of the European Foundation for Management Development (EFMD), EFMD EQUIS Awarding Body, CEMS Global Alliance in Management Education, Turkish Quality Association, and Turkish Operations Research Society. Prof. Dr. Tan fulfils all requirements of the independent member criteria specified in the CMB's Corporate Governance Principles.

**LALE DEVELİOĞLU**

*Independent Board Member Candidate*

Born in İstanbul in 1968, Lale Develioğlu graduated from the Industrial Engineering Department at Boğaziçi University and pursued her postgraduate studies at Rensselaer Polytechnic University. She started her Professional career in 1992 at Unilever and acted as Marketing Director between 1998-2003. In the end of 2003, Develioğlu started working in Turkcell and acted as Marketing Vice President in 2006-2011 and International Division Vice President in 2011 – 2014 at the same institution. Lale Develioğlu has started working in Yıldız Holding as Turkey Marketing President in 2015, right after she has acted as Global Marketing President in Pladis, Yıldız Holding's London based global snack company until 2018. Develioğlu acted as independent board member for several companies in telecommunication, technology, FMCG, consumer durables and retail industries across Turkey, Middle East, CIS countries and Europe. She still serves as board member at Aksa Akrylic and Nobel İlaç. She is also one of the founders and board member of Women on Board Association Turkey. She is currently acting as mentor in INSEAD, Women on Board Association program and Endeavor. Lale Saral Develioğlu has 30 years of experience in marketing, business development and she is a strategy leader. She was selected as “Best Marketing200 Person” of Turkey in 2009; won the “Women to Watch” award for Marketing in 2014 and was listed among "Top 25 CMOs" in Global Creativepool Annual in 2018. She has served as Executive Board Member of Advertisers' Association of Turkey (RVD) and Advertising Self-regulatory Body in Turkey (RÖK) for 6 years. She is the author of the business and memory book titled ‘Karar Verdim’. Develioğlu fulfils all requirements of the independent member criteria specified in the CMB's Corporate Governance Principles.

## **ŞEVKİ ACUNER**

### *Independent Board Member Candidate*

Following his graduation from Bosphorus University in 1976, Sevki Acuner continued his studies at Stockholms Universitet for a Graduate Diploma and at Montreal's Concordia University, where he earned his MBA. Mr. Acuner started his banking career at Turkey's Central Bank and switched to commercial Banking after moving to Canada where he worked first for Bank of Montreal and subsequently at Royal Bank of Canada in various roles and countries such as Holland, Italy and United Kingdom. Mr. Acuner moved to European Bank for Reconstruction and Development (EBRD) in 1996 working in various positions until 2018. Acuner played a leading role in opening the EBRD in Turkey in 2009, and worked as its Deputy Director for Turkey until 2013. Between 2013 and 2018 Acuner was EBRD's Director for Ukraine, based in Kiev. In 2019, he was appointed as the Independent Member of the Tekfen Holding Board of Directors. Acuner has represented EBRD in various Board positions in its equity investments across a number of countries. While based in London Acuner acted for many years as the President of the UK Turkish Bankers Association. In his role in Istanbul, Acuner led EBRD's growth in Turkey. In Ukraine, Acuner is one of the drivers of the country's economic transformation and is a leading figure in its world of finance and business. Among his other responsibilities, Acuner acted as the Chairman of Ukraine's corruption fighting Business Ombudsman Institution, as a Chairman of the State Nomination Committee which is responsible for the appointment of CEO's and Board Directors for the country's State Owned Enterprises, and as Vice Chairman of the American Chamber of Commerce. Between 2018-2021, he has also served as Chairman of the Supervisory Board of Directors of Ukraine's Railways as well as of the Electricity Transmission company. Acuner fulfils all requirements of the independent member criteria specified in the CMB's Corporate Governance Principles.

## **UĞUR BAYAR**

### *Independent Board Member Candidate*

Uğur Bayar graduated from New York State University, Department of Mathematics & Statistics with a BSc. degree. Mr. Bayar started his career at Citibank Turkey in 1987 and served in various roles in the treasury department until he started public service in 1992. Mr. Bayar served as the Vice President in Public Partnership Administration between 1992-1997 and President at Prime Ministry Privitization between 1997-2002. During this time, he also assumed the Chairmanships of the Board at Erdemir and Petrol Ofisi, and the Board Memberships at Turkish Airlines and Turk Telekom. Mr. Bayar joined Credit Suisse Turkey in 2004 and served as the country CEO and Head of Investment Banking until 2017. Mr. Bayar is currently serving as the Chairman of the Board of WWF Turkey (World Wildlife Foundation) and a Board Member at AG Anadolu Grubu Holding, Coca-Cola İçecek and Tekfen Teknoloji Yatırım ve Tic. A.Ş. Bayar fulfils all requirements of the independent member criteria specified in the CMB's Corporate Governance Principles.

### **APPENDIX-3: STATEMENTS OF INDEPENDENT STATUS OF THE CANDIDATES**

I hereby declare that, with respect to Anadolu Efes Biracılık ve Malt Sanayii A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Date:10.02.2022**

**BARIŞ TAN**

I hereby declare that, with respect to Anadolu Efes Biracılık ve Malt Sanayii A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Date:10.02.2022**

**LALE DEVELİOĞLU**

I hereby declare that, with respect to Anadolu Efes Biracılık ve Malt Sanayii A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am not a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Date: 08.02.2022**

**ŞEVKİ ACUNER**

I hereby declare that, with respect to Anadolu Efes Biracılık ve Malt Sanayii A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Date: 10.02.2022**

**UĞUR BAYAR**