

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

In its meeting dated 25.03.2024, our Board of Directors resolved unanimously by the attendees that based on the Company's 2023 calendar year operations, the Annual Ordinary General Assembly is to be held on 17.04.2024 Wednesday at 11:00 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 2023 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 26.03.2024)**

	<b>Amount (TL)</b>	<b>Amount (%)</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 2023 Ordinary General Assembly Meeting which will be held on 17.04.2024, 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 2023 and are planned to take place in 2024 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 17.04.2024**

### **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 2023**

Pursuant to the relevant regulations, Annual Report of Board of Directors for the year ended 31.12.2023 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 2023**

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2023 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 2023 prepared in accordance with the regulations of CMB**

Pursuant to the relevant regulations, 2023 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. Approval of the Board Members who were elected in 2023**

It was decided to appoint Mr. Bekir AĞIRDİR to the vacant Independent Board Membership position following the resignation of Mr. Şevki ACUNER, which is subject to the approval of the earliest General Assembly Meeting to be held. Mr. Bekir Ağırđır's resume is available in the Appendix.

## **6. Acquittal of the members of the Board of Directors separately regarding their actions in 2023**

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 2023 will be submitted for the approval of the General Assembly.

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

In its meeting held on March 21, 2024, our Board of Directors resolved to submit for the approval of the General Assembly a cash dividend proposal of gross 2.35 TL (net 2.1150 TL) per each share with 1 TL nominal value amounting to a total of 1,391,447,368.05 TL realizing a 235% gross dividend distribution, calculated for the period January-December 2023 to be paid starting from May 28, 2024.

## DIVIDEND DISTRIBUTION TABLE (01.01.2023 - 31.12.2023-TL)

1.Paid-In / Issued Capital	592.105.263
2. Total Legal Reserves (According to Legal Records)	426.080.487,24

*	Based on CMB Regulations	Based on Legal Records
3. Current Period Profit	30.039.931.578,04	6.727.296.872,44
4. Taxes Payable (-)	-7.910.992.105,8	
5. Net Current Period Profit	22.128.939.472,24	6.727.296.872,44
6. Losses in Previous Years (-)		3.594.777.142,26
7. Primary Legal Reserve (-)		
8. Net Distributable Current Period Profit	22.128.939.472,24	3.132.519.730,18
Dividend Advance Distributed (-)		
Dividend Advance Less Net Distributable Current Period Profit		
9. Donations Made During The Year ( + )	122.025.000	
10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	22.250.964.472,24	3.132.519.730,18
11. First Dividend to Shareholders	29.605.263,15	29.605.263,15
* Cash	29.605.263,15	29.605.263,15
* Stock		
12. Dividend Distributed to Owners of Privileged Shares		
13. Other Dividend Distributed		
* To the Employees		
* To the Members of the Board of Directors		
* To Non-Shareholders		
14. Dividend to Owners of Redeemed Shares	61.466.184,08	61.466.184,08
15. Second Dividend to Shareholders	1.361.842.104,9	1.361.842.104,9
16. Secondary Legal Reserves	142.330.828,9	142.330.828,9
17. Statutory Reserves		
18. Special Reserves		
19. Extraordinary Reserves	20.533.695.091,22	
20. Other Distributable Resources		

### 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 (%)
- - -					
TOTAL	1.391.447.368,05			2,115	211,5

## **8. Appointment of the Board of Directors, determination of their term of office and fees**

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 8, 2024. 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. Bekir Ağırđır, Ms. Lale Develiođlu, Ms. Didem Gordon and Mr. İlhami Koç as independent member candidates within the scope of Corporate Governance Committee's report and sent this list to the CMB on February 12, 2024 to take the opinion of CMB. According to CMB's written response dated February 28, 2024, 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.

## **9. Selection of the independent audit company for the audit of the financial statements and reports for the year 2023 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 2024, 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.

## **10. Informing the shareholders on the donations made by the Company in 2023 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 122,025,000 in 2023, including the donations to the Anadolu Education and Welfare Foundation.

**11. 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.

**12. 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 2022.

**13. 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.

**14. 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 17, 2024 Wednesday, at 11:00 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 2023,			
3. Reading out the report of the Independent Audit Company for the fiscal year 2023,			
4. Reading out, discussion and approval of the Financial Statements for the fiscal year 2023 prepared in accordance with the regulations of CMB,			
5. Approval of the Board Members who were elected in 2023,			
6. Acquittal of the members of the Board of Directors separately regarding their actions in 2023,			
7. Approval, revision or rejection of the proposal of the Board of Directors on distribution of profits,			
8. Appointment of the Board of Directors, determination of their term of office and fees,			
9. Selection of the independent audit company for the audit of the financial statements and reports for the year 2024 in accordance with the Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362,			
10. Informing the shareholders on the donations made by the Company in 2023 in accordance with the regulations laid down by the Capital Markets Board,			
11. 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,			
12. 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 Communiqué (II-17.1.) of the Capital Markets Board,			
13. 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,			
14. 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 ÖZILHAN**

#### *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. Tuncay Özilhan served as the Chairman of TÜSİAD (Turkish Industry & Business Association) between 2001 to 2003, as the Chairman of its High Advisory Council between 2015-2023 and became its Honorary President in 2024. 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 a Ministerial Medal given by the Ministry Foreign Affairs of the Republic of Estonia, a Service Medal given by the Republic of Kazakhstan and “The Order of the Rising Sun, Gold and Silver Star”, constituting one of the most important orders awarded by the 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, Mr. Yazıcı completed the orientation program at the holding later continuing his career in Anadolu Efes’ Russian beer operations where he assumed the roles of Supply Chain Director and Business Development Director during 2008-2011. In 2011 Mr. 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 Mr. Yazıcı has been serving as Board Member and Vice-Chairman on Anadolu Group Holding and subsidiary boards. In addition, Mr. Yazıcı serves as Board Member for TAİK (Türkiye-U.S. Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School’s Alumni Board) and KYYDAS (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.

## **TUĞBAN İZZET AKSOY**

### *Board Member Candidate*

Tuğban İzzet Aksoy graduated from the Management and International Finance Department of the University of Oglethorpe in the USA, following his education at the Austrian High School. He began his professional career as an Assistant Expert in the Financial Affairs Directorate at Anadolu Endüstri Holding, in 1996. In December 1998 he was appointed as a Senior Broker at the Alternatifbank Treasury Department. Following five years in this role, Aksoy took on the role of Corporate Finance and Risk Manager at the Treasury and Risk Management Department of Anadolu Endüstri Holding A.Ş. in June 2003. In April 2008, he became Assistant Coordinator at Business Development Directorate, and between 2009-April 2019, he worked as Anadolu Group Energy Sector Coordinator. He continues to serve as Board Member in various Anadolu Group companies. Aksoy, who has participated in professional training and seminars in his field, is member of energy groups of TÜSİAD and TOBB. He is also the executive board member of the Turkish Jockey Club. Aksoy has been serving as an honorary consul of Georgia since 2016 and also holds Georgian Government Medal of Honor.

## **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 Türkiye. Mr. Akçakoca has been working as a consultant since 2004; he holds board member positions in various Anadolu Group companies.

## **HURŞİT ZORLU**

### *Board Member Candidate*

Hurşit Zorlu holds a BSc degree in Economics from Istanbul University. Before joining the Anadolu Group as a Marketing Specialist at Efes Beverage Group in 1984, he held various positions in Toz Metal and Turkish Airlines. During his career at Efes Beverage Group, he assigned various positions including Assistant Marketing Manager, Assistant Project Development Manager, Project Development Manager and Business Development & Investor Relations Director respectively. Zorlu worked as Chief Financial Officer (CFO) at Efes Beverage Group between 2000-2008 and CFO at Anadolu Group between 2008- 2013. Zorlu served as Deputy CEO at Anadolu Group between 2013-2017. Hurşit Zorlu, who has been serving as the Chief Executive Officer of Anadolu Group since February 2017, will retire as of April 1, 2024. Hurşit Zorlu, a Board Member of various Anadolu Group companies, is also the Chairman of the Sustainability Committee of the Group and leads the works within the scope of sustainability strategy, “From Anadolu to the Future”. Zorlu is a board member of DEİK Outbound Investment Business Council, High Advisory Council Member of the Turkish Investor Relations Society (TÜYİD) and served as the 8th term Chairman of the Corporate Governance Association of Türkiye (TKYD) between 2015-2017.

## **BELİZ ÇEVİK CHAPPUİE**

### *Board Member Candidate*

Beliz Çevik Chappuie received her bachelor's degree in environmental engineering from Istanbul Technical University and MBA degree from Indiana University with a concentration in finance. She began her career as finance program evaluator in Office of State Audits and

Evaluations in 2001 and still serves as a Chief of Audit Services in California Public Employees' Retirement System. With over 20 years of experience in investment and finance, Beliz Çevik Chappuie holds Certified Public Accountant and Certified Information Systems Auditor licences.

## **BEKİR AĞIRDİR**

### *Independent Board Member Candidate*

Bekir Ağırdır was born in Denizli in 1956. After graduating from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 1979, he worked as Sales Manager and Deputy General Manager at Bilsan Bilgisayar Malzemeleri A.Ş. between years 1980-1984, as Sales Coordinator at Meteksan Ltd. between years 1984-1986 and as General Manager at Pirintaş Computer Materials and Basım Sanayi A.Ş. between years 1986-1996. He served as Deputy General Manager at Atılım Kağıt ve Defter Sanayi AŞ between years 1996-1999 and as General Manager and Board Member at PMB Akıllı Kart ve Bilgi Teknolojileri AŞ between years 1999-2003. Between years 2003 and 2005, he worked at the History Foundation, first as the Coordinator and then as the General Manager. He has been the General Manager and Member of the Board of Directors at KONDA Araştırma ve Danışmanlık Limited Şirketi between years 2005-2022, and a member of the Board of Directors since June 2022. He is the Vice Chairman of the Board of Directors at Zorlu Enerji, and a Member of the Board of Directors at Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. and Vestel Elektronik Sanayi ve Ticaret A.Ş. He is the Vice Chairman of the Board of the Turkish Economic and Social Studies Foundation (TESEV), the Founding Member of the Yanındayız Association, the Democratic Republic Program and the EYMİR Culture Foundation, a member of the METU Alumni Association, a writer for Oxygen Newspaper, and a commentator for the T24 Internet Newspaper. *Mr. Ağırdır, fulfils all requirements of the independent membership 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 in USA. She started her professional career in 1992 at Unilever and acted as Marketing Director between 1998-2003. In the end of 2003, Mrs. Develioğlu started working in Turkcell and acted as Chief Marketing Officer responsible from Consumer Business between 2006-2011 and VP of International Businesses and Subsidiaries between 2011-2014. Mrs. Develioğlu has started working in Yıldız Holding and acted as Global Marketing President in Pladis, Yıldız Holding's UK based global snacks company until 2018. Mrs. Develioğlu acted as independent board member for several companies in telecommunication, technology, FMCG, consumer durables and retail industries across Türkiye, Middle East, CIS countries and Europe. She currently serves as board member at Aksa Akrilik, Coca-Cola İçecek, Anadolu Isuzu and Nobel İlaç. Mrs. Develioğlu also supports companies as a strategic advisor and business mentor. She was selected as “Best Marketing Person” of Türkiye 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 Türkiye (RVD) and Advertising Self-regulatory Body in Türkiye (RÖK) for 6 years. She is also one of the founders and board members of Women on Board Association in Türkiye. She is the author of the business and memoir book titled ‘Karar Verdim’. *Mrs. Develioğlu fulfils all requirements of the independent member criteria specified in the CMB's Corporate Governance Principles.*

## **DİDEM GORDON**

### *Independent Board Member Candidate*

Didem Gordon graduated from the Business Administration Department of Boğaziçi University in 1986 and completed the Finance/MBA program at San Diego State University. In 2003, she completed the Investment Management program offered by the CFA Institute and Harvard University. Starting her professional career in the Corporate Banking department of Mitsui Manufacturers Bank between 1989 and 1992, Gordon appointed to senior executive roles in leading domestic and foreign-owned banks and investment institutions in Türkiye from 1992 to 2016. In the banking sector, she served as Deputy General Manager at Koçbank and Yapı Kredi Bankası. In investment institutions, she conducted CEO positions at Finansinvest, Koç Portföy, Yapı Kredi Portföy, Ashmore Portföy, and served as CEO and Chairman of the Board at Yapı Kredi Investment Trust. She also served as a member of the Board of Directors and Credit Committee at Yapı Kredi Yatırım. Throughout her career spanning over 30 years, Gordon focused on implementing initiatives to strengthen Türkiye's position among emerging markets. She contributed to various committees and think tanks in areas such as Corporate Governance regulations and index, Licensing criteria for Investment Professionals, Ethical Rules and Professional Standards, Sustainability Index, Financial Literacy, and Increasing Domestic Savings. During this period, she worked as a member of the Audit Committee at Borsa İstanbul, Vice President of the Board of Directors at TKYD (Turkish Corporate Governance Association), and as Chairman of the Legislation and Tax Committee, representing the sector in the formation of the current Capital Markets Law. She served as a member of the Board of Directors at the Turkish Capital Markets Association and as Vice Chairman of the Board of Directors at SPL (Capital Markets Licensing, Registry, and Training Institution). From 2016 to 2018, Gordon worked as a Senior Advisor in venture capital and private equity funds in the United States and the United Kingdom. In 2018, she established Phaida Ventures in Estonia to support impact investment projects and technology ventures in emerging markets, providing consultancy and mentoring for impact-focused projects. She has been serving on the Board of Directors at Re-Pie Portfolio Management Inc. since 2023 and as a Board Member at Link Computer Systems Software and Hardware Industry and Trade Inc. (Link). Gordon has the ESG (Environmental, Social, Corporate Governance) Investment Certificate from the CFA Institute and has Level 3 and Derivative Licenses in Capital Markets. Mrs. Gordon fulfils all requirements of the independent member criteria specified in the CMB's Corporate Governance Principles.

## **İLHAMİ KOÇ**

### *Independent Board Member Candidate*

İlhami Koç received a bachelor's degree in International Relations from Ankara University. With over 35 years of experience in management and finance, including investment banking, capital markets, venture capital, and insurance, he has served as a senior executive in leading financial institutions in Türkiye. He has also undertaken various voluntary roles in both local and international organizations. Beginning his professional career in 1986 as an inspector at Türkiye İş Bankası, Koç assigned several roles in corporate finance and capital markets at İş Bankası before becoming the founding CEO of İş Girişim Sermayesi A.Ş. in 2001. Subsequently, he served as the CEO of İş Yatırım, Türkiye's largest investment banking firm, for 11 years from 2002 to 2013. From 2013 to 2016, he served as Deputy CEO of Türkiye İş Bankası A.Ş. and then as CEO of Anadolu Sigorta from 2016 to 2019 after retiring from İş Bankası Group. After retiring from İş Bankası Group, Koç joined EY Türkiye as a partner in 2019, where he currently provides consultancy services in corporate finance. Throughout his career, he has managed numerous public offerings, privatizations, company acquisitions, and venture capital investments, as well as securities trading and portfolio management. He has acted board memberships in many companies in Türkiye, the UK, Germany, and Russia. Additionally, he

served as the President of the Turkish Capital Markets Association, the self-regulatory organization of capital markets in Türkiye, from 2014 to 2018, representing this organization on the Board of the International Securities Association. Koç was recognized as one of the architects of transformation in the Central and Eastern Europe (CEE) region by Euromoney in May 2019. He also serves as a board member of the Association of Publicly Listed Company Managers and the Türkiye Finance Managers Foundation. *Mr. Koç 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 Türkiye 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: 05.02.2024**

**BEKİR AĞIRDİR**

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,
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- 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 Türkiye 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: 06.02.2024**

**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,
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- 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 Türkiye 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;
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- 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: 05.02.2024**

**DİDEM GORDON**



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,
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- 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,
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- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Date: 06.02.2024**

**İLHAMİ KOÇ**