

EİS ECZACIBAŞI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş. CALL FOR ORDINARY GENERAL ASSEMBLY MEETING

The Ordinary General Assembly Meeting of our Company for the year 2024 will be held on Wednesday, **30 April 2025** at **09:00** a.m. at Point Hotel Barbaros Gold Hall at the address Esentepe, Yıldız Posta Cd. No 29, 34394 Şişli/İstanbul, to discuss the agenda set forth below.

The shareholders of our Company will be able to attend the Ordinary General Assembly Meeting in person or through their representatives in person or via online media. Online participation in the meeting; will be realized through Electronic General Assembly System ("e-GKS") provided by Merkezi Kayıt Kuruluşu A.Ş. ("Central Securities Depository-CSD") will be held. Shareholders who will make transactions in e-GKS must first register with the CSD's Investor Information Center and also have a secure electronic signature or mobile signature.

Shareholders or their representatives who wish to participate online in the meeting, are required to fulfill their obligations in accordance with the provisions of the "Regulation on Electronic General Assemblies in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395 and of the "Communiqué on Electronic General Assembly System to be Implemented in General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

For the General Assembly Meeting to be held physically;

- Real-person shareholders can participate by presenting their identities,
 - Legal-person shareholders can participate by presenting their authorization documents along with the identity of the persons authorized to represent and bind the legal person,
 - Representatives of real and legal persons can participate by presenting their identities and representation documents,
 - Representatives authorized through the Electronic General Assembly System can participate by presenting their identities
- and by signing the list of attendants.

The shareholders who will participate in the meeting by proxy are required to submit a notarized power of attorney, in accordance with the example below, by complying with the provisions stipulated in the Communiqué on Proxy Voting and Proxy Solicitation No. II-30.1 of the Capital Markets Board. The sample of the aforementioned power of attorney is available at our Company's headquarters and also in the investor relations section of www.eis.com.tr and www.eczacibasi.com.tr websites. It is not necessary for the power of attorney document submitted over e-GKS to submit an additional physical power of attorney and the proxy appointed via e-GKS can participate in the General Assembly Meeting both in person and via e-GKS. The proxy who will participate in the meeting by proxy or physically, whether appointed with a notarized power of attorney or via e-GKS, is required to show the identity in the meeting. Power of attorney that does not comply with the sample of the power of attorney attached to the General Assembly Call Text, which is required within the framework of the above Communiqué of the Capital Markets Board, will not be accepted in the general assembly.

The right to participate and vote in the General Assembly cannot be made conditional on the storage of common stock pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Markets Law No. 6362. In this context, if our shareholders want to participate in the General Assembly Meeting, they do not need to freeze their shares.

Our shareholders or their representatives who will participate online via e-GKS in the general assembly can obtain information from the Central Securities Depository-CSD (<https://egk.mkk.com.tr>) website about the procedures and principles regarding participation, the appointment of representatives, making suggestions, expressing opinions, and voting.

In the voting of the agenda items in the General Assembly Meeting, the open voting method by raising hands shall be used, without prejudice to the provisions on voting in an electronic environment.

The Financial Statements of our Company for 2024, the Independent Audit Report, the Corporate Governance Compliance Report, the Board of Directors' Annual Activity Report containing the Sustainability Compliance Framework Statement, the Sustainability Report containing statements made in accordance with the Sustainability Report format set forth under the decision of CMB dated 23.06.2022 and numbered 34/977 and the profit distribution proposal of the Board of Directors, and the General Assembly Information Document containing the following agenda items, the draft amendment to the articles of association and necessary explanations for compliance with the Capital Markets Board regulations, will be available for the review of the shareholders three weeks before the meeting, within the legal period, at the Company Headquarters, in the investor relations section of www.eis.com.tr and www.eczacibasi.com.tr websites, on the Public Disclosure Platform and in the e-GKS.

In accordance with the Personal Data Protection Law no. 6698, you can access detailed information about the processing of your personal data from the EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. General Assembly Privacy Notice in the investor relations section on www.eis.com.tr and www.eczacibasi.com.tr .

Kindly submitted to the information of the esteemed shareholders.

Yours sincerely,

BOARD OF DIRECTORS

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

Trade Registry and Number: Istanbul Trade Registry Directorate - 44943

Mersis (Central Registration System) No: 0326001968500011

Agenda

- 1.** The opening and election of the Meeting Chairmanship, authorization of the Meeting Chairmanship for signing the meeting minutes,
- 2.** Reading, negotiating and submitting the Annual Report for the Year 2024 prepared by the Company's Board of Directors for the approval of the General Assembly,
- 3.** Reading the Independent Audit Report Summary for the accounting period of 2024, informing the General Assembly regarding the audit activity and its results,
- 4.** Reading, negotiating, and submitting the Financial Statements for the accounting period of 2024 for approval of the General Assembly,
- 5.** Approval of the change made in the Board of Directors membership vacated during the period in accordance with Article 363 of the Turkish Commercial Code,
- 6.** Releasing the Board Members individually with regard to their activities in 2024,
- 7.** Discussing and resolving on the Board of Directors' profit distribution proposal prepared in accordance with the Company's Profit Distribution Policy,
- 8.** Informing the shareholders about the "Remuneration Policy" determined for the Members of the Board of Directors and Senior Managers,
- 9.** Election of new Board Members and Independent Board Members, determination of their terms of office and their remunerations,
- 10.** Election of the Independent Audit Company proposed by the Board of Directors to audit the financial reports for the fiscal year 2025 and to perform other activities within the scope of the relevant regulations within the framework of Article 399 of the Turkish Commercial Code and CMB regulations,
- 11.** Selection of the audit firm authorised in the field of sustainability proposed by the Board of Directors to carry out the Mandatory Assurance Audit for Corporate Sustainability Reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority and other activities within the scope of the relevant regulations,
- 12.** Discussing and resolving on the amendment of Article 7 titled "Registered Capital" of the Articles of Association of the Company
- 13.** Informing the shareholders about the donations and grants made during the year of 2024 and setting an upper limit for donations and grants to be made in 2025,
- 14.** Informing shareholders regarding the income and benefits obtained through guarantees, pledges, mortgages, and sureties issued in favour of third parties in 2024 in accordance with the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board,
- 15.** Informing the shareholders regarding the transactions within the scope of the Corporate Governance Principle numbered 1.3.6 annexed to the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board,
- 16.** Submitting for approval the authorisation of the members of the Board of Directors to carry out business and transactions within the framework of articles 395 and 396 of the Turkish Commercial Code,
- 17.** Wishes.

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DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

PREVIOUS VERSION	NEW VERSION
ARTICLE 7 – REGISTERED CAPITAL According to the provisions of the Capital Market Law, the Company has chosen the authorized capital system, and has switched to the said system as per the permission of the Capital Markets Board dated 16.5.1991 and numbered 333. Authorized capital of the company is TL 1,920,000,000 (one billion nine hundred twenty million) and it is divided into 192,000,000,000 shares with a nominal value of 1 (one) kurus each. The permission for the authorized capital ceiling granted by the Capital Markets Board is valid from 2020 to 2024 (for 5 years). Even if the permitted authorized capital ceiling is not reached at the end of 2024, in order for the Board of Directors to make a decision on capital increase after 2024, it is compulsory for the Board to get authorization from the General Meeting for a period no longer than 5 years by obtaining the permission of the Capital Markets Board for either the previously permitted ceiling or a new ceiling amount. No capital increase can be made based on a board resolution if the said authorization is not obtained. The issued capital of the company in the amount of TL 685,260,000 (six hundred eighty five million two hundred sixty thousand) has been paid up in cash free from collusion. The issued capital of the Company has been divided into 68,526,000,000 shares with a nominal value of 1 kurus. The shares representing the capital are tracked in dematerialized form in accordance with dematerialization principles. The capital of the company can be increased or decreased according to the provisions of the Turkish Commercial Code and the Capital Market Code, when necessary. The Board of the Directors is authorized to increase the issued capital as much as permitted authorized capital ceiling when it deems necessary in accordance with provisions of the Capital Markets Board and issue a board resolution in matters regarding the limitation of the shareholders' right to acquire new shares and the issuance of shares with premium and issuance of shares below their nominal value.	ARTICLE 7 – REGISTERED CAPITAL According to the provisions of the Capital Market Law, the Company has chosen the authorized capital system, and has switched to the said system as per the permission of the Capital Markets Board dated 16.5.1991 and numbered 333. Authorized capital of the company is TL 1,920,000,000 (one billion nine hundred twenty million) and it is divided into 192,000,000,000 shares with a nominal value of 1 (one) kurus each. The permission for the authorized capital ceiling granted by the Capital Markets Board is valid from 2025 to 2029 (for 5 years). Even if the permitted authorized capital ceiling is not reached at the end of 2029, in order for the Board of Directors to make a decision on capital increase after 2029, it is compulsory for the Board to get authorization from the General Meeting for a period no longer than 5 years by obtaining the permission of the Capital Markets Board for either the previously permitted ceiling or a new ceiling amount. No capital increase can be made based on a board resolution if the said authorization is not obtained. The issued capital of the company in the amount of TL 685,260,000 (six hundred eighty five million two hundred sixty thousand) has been paid up in cash free from collusion. The issued capital of the Company has been divided into 68,526,000,000 shares with a nominal value of 1 kurus. The shares representing the capital are tracked in dematerialized form in accordance with dematerialization principles. The capital of the company can be increased or decreased according to the provisions of the Turkish Commercial Code and the Capital Market Code, when necessary. The Board of the Directors is authorized to increase the issued capital as much as permitted authorized capital ceiling when it deems necessary in accordance with provisions of the Capital Markets Board and issue a board resolution in matters regarding the limitation of the shareholders' right to acquire new shares and the issuance of shares with premium and issuance of shares below their nominal value.

The power to limit the right of buying new shares cannot be used so as to cause inequity among the shareholders.

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PROXY FORM
EİS ECZACIBAŞI İLAÇ, SİNAİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş.

I hereby appoint and authorize Mrs/Mr..... as my attorney authorized to represent me, to vote and make proposals in line with the views I express below and to sign the required papers at the Ordinary General Assembly of EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. for the year 2024 to be held on Wednesday, April 30, 2025, at 09:00 a.m. at Point Hotel Barbaros Gold Hall, located at Esentepe, Yıldız Posta Cd. No 29, 34394 Şişli/İstanbul.

THE ATTORNEY'S ⁽¹⁾;

Name & Surname/ Trade Name:

TR ID Number/Tax Number, Trade Registry Office and Number and Central Registration System Number (MERSIS):

A) SCOPE OF THE REPRESENTATION AUTHORITY

For the below sections 1 and 2, one of (a), (b), or (c) options must be selected and scope of the powers for representation must be determined.

1 On Issues in the General Assembly Agenda;

- a) The attorney is authorized to exercise vote in line with his/her own opinion.
- b) The attorney is authorized to exercise vote in line with the suggestions of the company management.
- c) The attorney is authorized to cast vote in line with instructions shown in the table below.

Instructions:

In the event that the shareholder chooses the option (c), instructions related to any particular agenda item shall be given by marking one of the options next to the relevant general assembly agenda item ("accept" or "reject"), in the event that the option "reject" is marked, by writing the dissenting opinion, if any, to be noted down in the minutes of the general assembly.

Articles of the Agenda	Accept	Reject	Dissenting Opinion
1. The opening and election of the Meeting Chairmanship, authorization of the Meeting Chairmanship for signing the meeting minutes,			
2. Reading, negotiating and submitting the Annual Report for the Year 2024 prepared by the Company's Board of Directors for the approval of the General Assembly			
3. Reading the Independent Audit Report Summary for the accounting period of 2024, informing the General Assembly regarding the audit activity and its results			
4. Reading, negotiating, and submitting the Financial Statements for the accounting period of 2024 for approval of the General Assembly			
5. Approval of the change made in the Board of Directors membership vacated during the period in accordance with Article 363 of the Turkish Commercial Code			
6. Releasing the Board Members individually with regard to their activities in 2024			
7. Discussing and resolving on the Board of Directors' profit distribution proposal prepared in accordance with the Company's Profit Distribution Policy			
8. Informing the shareholders about the "Remuneration Policy" determined for the Members of the Board of Directors and Senior Managers;			
9. Election of new Board Members and Independent Board Members, determination of their terms of office and their remunerations			
10. Election of the Independent Audit Company proposed by the Board of Directors to audit the financial reports for the fiscal year			

2025 and to perform other activities within the scope of the relevant regulations within the framework of Article 399 of the Turkish Commercial Code and CMB regulations			
11. Selection of the audit firm authorised in the field of sustainability proposed by the Board of Directors to carry out the Mandatory Assurance Audit for Corporate Sustainability Reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority and other activities within the scope of the relevant regulations			
12. Discussing and resolving on the amendment of Article 7 titled "Registered Capital" of the Articles of Association of the Company,			
13. Informing the shareholders about the donations and grants made during the year of 2024 and setting an upper limit for donations and grants to be made in 2025			
14. Informing shareholders regarding the income and benefits obtained through guarantees, pledges, mortgages, and sureties issued in favour of third parties in 2024 in accordance with the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board			
15. Informing the shareholders regarding the transactions within the scope of the Corporate Governance Principle numbered 1.3.6 annexed to the Corporate Governance Communiqué numbered II-17.1 of the Capital Markets Board			
16. Submitting for approval the authorisation of the members of the Board of Directors to carry out business and transactions within the framework of articles 395 and 396 of the Turkish Commercial Code			
17. Wishes			

Articles regarding information provision are not put to vote.

If the minority has a different decision draft, such draft is separately pointed out so that votes can be cast by proxy.

2. Special instruction for other potential issues in General Assembly meetings and particularly for using minority rights:

- a) The attorney is authorized to exercise vote in line with his/her own opinion.
- b) The attorney is unauthorized to exercise vote in such issues.
- c) The attorney is authorized to exercise vote in line with the following special instructions.

SPECIAL INSTRUCTIONS; Special instructions to be given by shareholder to the attorney/proxy, if any, shall be prescribed here.

B) The shareholder selects one of the following options and defines the shares to be represented by the attorney/proxy.

1 I hereby approve the representation of my shares, defined in detail below, by my attorney/proxy.

- a) Class and Series ⁽²⁾:
- b) Number / Group ⁽³⁾:
- c) Amount - nominal value:
- d) Share with voting power or not:
- e) Bearer - Registered ⁽²⁾:
- f) Ratio of total shares/voting rights of the shareholder:

2. I hereby approve the representation of all my shares, which are included in the list of shareholders prepared by CRA (MKK) one day before the date of the General Assembly, by my attorney who might attend the General Assembly.

SHAREHOLDER'S⁽¹⁾;

Name, Surname or Title:

TR ID Number / Tax Number, Trade Registry Office and Number and Central Registration System Number (MERSIS):

Address:

SIGNATURE:

- (¹) It is imperative that the equivalents, if any, of information mentioned above be presented for foreign shareholders.
- (²) Such information is not required for the shares which are followed up electronically.
- (³) For the shares which are followed up electronically, information related to the group will be given instead of number.