



KAMUYU AYDINLATMA PLATFORMU

EBEBEK MAĞAZACILIK A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	After the announcement of each quarter's financial results, two analyst meetings were held, one for corporate investors and one for individual investors, and a total of 8 meetings were organized in 2024. These meetings were held online. Apart from the quarterly financial results sharing meetings, 11 meetings were held upon requests from corporate investors. These meetings were held online or physically.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/1265337
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	no
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no such transaction.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There is no such transaction.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	There is no such transaction.
The name of the section on the corporate website that demonstrates the donation policy of the company	not available

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	not available
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	The participation of shareholders in the general assembly is regulated in Article 10 of our articles of association , and there is no provision regarding the holding of general assemblies open to the public, including stakeholders and the media, without the right to speak.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There was no participation request other than officers and shareholders at the ordinary general assembly meeting held on 25.04.2024.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Company shares are represented by two separate share groups, Group A and B, each equal and with a nominal value of 1 TL, and Group A shares provide the shareholder with the privilege of voting rights and the privilege of nominating candidates to the Board of Directors. Group A shareholders or their proxies present at all ordinary and extraordinary General Assembly meetings of the Company have 5 (five) voting rights for each share, and Group B shareholders or their proxies have 1 (one) vote right for each share. Additionally, in the formation of the Board of Directors, half of the members of the Board of Directors will be elected from among Group A shareholders or the candidates they nominate. If the number corresponding to half of the number of Board of

	Directors members does not correspond to a whole number, this number will be rounded down to the next lower number and the resulting number of members will be selected among Group A shareholders or the candidates they nominate. The Chairman of the Board of Directors is elected among the members of the Board of Directors nominated by Group A shareholders. Group B shares have no privileges.
The percentage of ownership of the largest shareholder	% 16,51
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	Not available
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Governance / Company Policies / Dividend Policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	Dividends were distributed in 2024.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	Dividends were distributed in 2024.

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
25/04/2024	0	% % 54,44	% % 26,68	% % 27,75	Investor Relations / Corporate Governance / General Assembly	Investor Relations / Corporate Governance / General Assembly / The Results of 2023 General Assembly / 2023 General Assembly Minutes	14	0	https://www.kap.org.tr/en/Bildirim/1276935

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations and Contact sections
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations / Company / Partnership and Management Structure / Direct or Indirect Shareholders Owning More Than 5% of the Shares
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Corporate Governance / Declarations on Independence and Corporate Profile / Board of Directors
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Corporate Profile / Committees Formed within the Board Structure, Corporate Governance / Corporate Governance Information Form and Corporate Governance / Evaluation of the Board of Directors on the Working Principles and Effectiveness of the Board Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Corporate Governance / Evaluation of the Board of Directors on the Working Principles and Effectiveness of the Board Committees

<p>ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation</p>	<p>Corporate Governance / Other Legal Explanations</p>
<p>d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof</p>	<p>Corporate Governance / Other Legal Explanations</p>
<p>e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest</p>	<p>Corporate Governance / Other Legal Explanations</p>
<p>f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%</p>	<p>Corporate Governance / Other Legal Explanations</p>
<p>g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results</p>	<p>Activities in 2024 / Human Resources, Activities in 2024 / Sustainability and Activities in 2024 / Corporate Social Responsibility Projects</p>

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Not available
The number of definitive convictions the company was subject to in relation to breach of employee rights	18
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Control, Risk Management and Internal Audit Director
The contact detail of the company alert mechanism	etik@ebebek.com
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Not available
Corporate bodies where employees are actually represented	Not available
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors gives instructions regarding the backup of key positions, and based on the instruction, the process is carried out by Human Resources in the name of General Manager. Backup results are handled and carried out every year within the framework of Talent Management Principles. At the same time, ebebek emphasizes the importance of the succession plan, referring to the 5th article of the "Solution Oriented Leadership Principles", publicly on its website, https://kurumsal.ebebek.com/en/solution-oriented-leadership-principles . (He/she is always both student and teacher, training the person to replace him/her)
The name of the section on the corporate website that demonstrates the human resource policy covering equal	Information containing the Company's Human Resources Policies is shared with the public at the internet address https://kurumsal.ebebek.com/en/our-working-principles-and-code-of-ethics . The site in question includes open positions, data on some HR metrics and information about our Everest Journey young talent program. As written in our

<p>opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.</p>	<p>ethical codes, for equality of opportunity and personnel recruitment process we act with the principle, "We objectively evaluate the performance of our employees, taking into account their efforts, dedication and success. We take competence into account in recruitment, promotion and appointments, and ensure equal opportunities among employees."</p>
<p>Whether the company provides an employee stock ownership programme</p>	<p>Pay edindirme plani bulunmuyor (There isn't an employee stock ownership programme)</p>
<p>The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.</p>	<p>The information in question is shared with the public at the internet address https://kurumsal.ebek.com/en/our-working-principles-and-code-of-ethics. "Everyone in our organization is valuable to us. We respect and love all individuals in our organization, regardless of title or seniority, and we act within the framework of the rules of courtesy and elegance." Acting on the principle, we do not allow discrimination and mistreatment among our employees.</p>
<p>The number of definitive convictions the company is subject to in relation to health and safety measures</p>	<p>0</p>
<p>3.5. Ethical Rules and Social Responsibility</p>	
<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>Investor Relations / Corporate Governance / Company Policies</p>
<p>The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.</p>	<p>Sustainability / Our Reports</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>Within the scope of Internal Control, Risk Management and Internal Audit Directorate activities, internal investigations are carried out on issues such as internal corruption, abuse and ethical violations, with the aim of determining the damages and losses that have occurred or are likely to occur or of investigating the truth of the allegations. Regulations regarding bribery and corruption are included in the ebek working principles and code of ethics, which are also available on our website. Our procedure for giving, accepting gifts and hosting determine and the rules regarding giving, receiving gifts and hosting.</p>

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	5 Feb 2025
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	not available
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	10
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Corporate Governance / Internal Audit and Internal Control
Name of the Chairman	Musa Topbaş
Name of the CEO	Halil Erdoğan / Can Karadeniz
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	They are not the same person
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	not available
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	not available
The number and ratio of female directors within the Board of Directors	1/6

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
		Bağımsız üye değil (

Halil Erdoğan	İcrada görevli (Executive)	Not independent director)	12/09/ 2000		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Mahmud Muhammed Topbaş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	02/12/ 2011		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Musa Topbaş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	02/12/ 2011		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Ömer Hulusi Topbaş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	26/04/ 2023		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Aynur Çolpan	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/04/ 2024	https:// www.kap.org.tr /tr/Bildirim/ 1276935	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Soner Canko	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/04/ 2024	https:// www.kap.org.tr /tr/Bildirim/ 1276935	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	45
Director average attendance rate at board meetings	% 94
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	none
The name of the section on the corporate website that demonstrates information about the board charter	There are no internal regulations regarding board meetings other than the articles of association.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Not available
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	"Corporate Profile / Committees Formed within the Board Structure, Corporate Governance / Corporate Governance Information Form and Corporate Governance / Evaluation of the Board of Directors on the Working Principles and Effectiveness of the Board Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/1292188

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not

Denetim Komitesi (Audit Committee)		Dr. Soner Canko	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Aynur Çolpan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Dr. Soner Canko	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Aynur Çolpan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Musa Topbaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Pınar Topsakal Eşici	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Aynur Çolpan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Dr. Soner Canko	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Musa Topbaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Tolga Koyuncu	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
<p>Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>Corporate Profile / Committees Formed within the Board Structure, Corporate Governance / Corporate Governance Information Form and Corporate Governance / Evaluation of the Board of Directors on the Working Principles and Effectiveness of the Board Committees</p>
<p>Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>Corporate Profile / Committees Formed within the Board Structure, Corporate Governance / Corporate Governance Information Form and Corporate Governance / Evaluation of the Board of Directors on the Working Principles and Effectiveness of the Board Committees</p>
<p>Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>The Corporate Governance Committee also fulfills the duties of the Nomination Committee and Remuneration Committee.</p>
<p>Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>Corporate Profile / Committees Formed within the Board Structure, Corporate Governance / Corporate Governance Information Form and Corporate Governance / Evaluation of the Board of Directors</p>

	on the Working Principles and Effectiveness of the Board Committees
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	The Corporate Governance Committee also fulfills the duties of the Nomination Committee and Remuneration Committee.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Financial Status and Risk Management
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance / Company Policies / Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Corporate Governance / Other Legal Explanations

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 50	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 75	% 50	4	4