



KAMUYU AYDINLATMA PLATFORMU

EBEBEK MAĞAZACILIK A.Ş. Corporate Governance Information Form 2025 - Annual Notification

Summary

Corporate Governance Information Form



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

1. SHAREHOLDERS

Related Companies

Related Funds

| 1. SHAREHOLDERS | |
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| 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 the first and second quarter financial results, one corporate and one individual investor meeting were held, while one corporate investor meeting was held after the third and fourth quarter results, totaling 6 meetings organized in 2025. These meetings were held online. Apart from the quarterly financial results sharing meetings, 27 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/1401041 |
| 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 Communiqué 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 Communiqué on Corporate Governance (II-17.1) | No transactions exceeding the thresholds that would require the preparation of a report under Article 10 have taken place. |

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| The name of the section on the corporate website that demonstrates the donation policy of the company | Investor Relations / Corporate Governance / Company Policies / Donation Policy |
| The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved | https://www.kap.org.tr/en/Bildirim/1413088 |
| 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 under Article 10 of our articles of association; however, there is no provision regarding the holding of general assemblies open to the public, including stakeholders and media, without the right to speak. |
| Identified stakeholder groups that participated in the General Shareholders' Meeting, if any | No participation request was received from parties other than officials and shareholders at the ordinary general assembly meeting held on 27.03.2025. |
| 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 |

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| | 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 2025. |
| 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 2025. |

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 |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 27/03/2025 | 0 | % 61,86 | % 27,01 | % 34,85 | Investor Relations / Corporate Governance / General Assembly | Investor Relations / Corporate Governance / General Assembly | 14 | 0 | https://www.kap.org.tr/en/Bildirim/1413088 |

2. DISCLOSURE AND TRANSPARENCY

| 2. DISCLOSURE AND TRANSPARENCY | |
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| 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 / Our 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 Governance / Our Committees Under the Board of Directors |
| c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings | Corporate Governance / Our Board of Directors |
| ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation | Corporate Governance / Other Legal Explanations |
| 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 | Corporate Governance / Other Legal Explanations |
| 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 | Corporate Governance / Other Legal Explanations |

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| <p>investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest</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>2025 Activities / Our Corporate Social Responsibility Projects and 2025 Activities / Our Human Resources Practices</p> |

3. STAKEHOLDERS

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| 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 | Investor Relations / Corporate Governance / Company Policies / Compensation Policy |
| The number of definitive convictions the company was subject to in relation to breach of employee rights | In 2025, a total of 31 lawsuit files regarding reinstatement and labor receivables against our company have been finalized. |
| 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 and etikbot:+90 538 685 07 77 |
| 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 | Investor Relations / Corporate Governance / Company Policies / Code Of Conduct And Ethical Principles |
| Corporate bodies where employees are actually represented | Employee participation in management at our company is ensured through regularly conducted employee satisfaction surveys, meetings where field employees and senior management come together, participatory workshops, focus group studies, and one-on-one Human Resources interviews. Employee Satisfaction Survey results are shared with senior management and action plans are developed. The views and suggestions of field employees are directly conveyed to management through 'Voice of the Field' meetings; within the scope of the Everest Journey Participatory Workshops, CEO Coffee Chats, and the Continuous Improvement Spirit Program, employees are able to present their projects and suggestions to senior management. Employee views and feedback on relevant matters are regularly collected through occupational health and safety committees; and within the scope of periodic meetings organized by the General Manager, company performance, targets, and strategies are shared with employees. |

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 instructs the succession planning efforts for key positions, and based on these instructions, the process is carried out by Human Resources under the General Manager. Succession processes are also addressed and executed annually within the framework of Talent Management Principles. Additionally, ebebek publicly emphasizes the importance of succession planning on its website at <https://kurumsal.ebebek.com/en/solution-oriented-leadership-principles>, with reference to Article 5 of the 'Solution Oriented Leadership Principles.' (Always being both a student and a teacher, developing the person who will succeed them.)

The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.

Information regarding the Company's Human Resources Policies is publicly shared at <https://kurumsal.ebebek.com/en/our-working-principles-and-code-of-ethics>. The aforementioned website contains open positions, data on certain HR metrics, and information about our Everest Journey young talent program. As stated in our code of ethics, we act in accordance with the principle of equal opportunity and recruitment criteria: 'We evaluate our employees' performance objectively, taking into account their efforts, dedication, and achievements. We consider competence in recruitment, promotion, and appointments, and ensure equal opportunity among employees.'

Whether the company provides an employee stock ownership programme

Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)

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.

The relevant information is publicly shared at <https://kurumsal.ebebek.com/en/our-working-principles-and-code-of-ethics>. Acting in accordance with the principle that 'Everyone within our organization is valuable to us. We treat all individuals in our organization with respect and care, regardless of title and seniority, and conduct ourselves within the framework of courtesy and grace,' we do not allow discrimination or mistreatment among our employees.

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| The number of definitive convictions the company is subject to in relation to health and safety measures | There were none during 2025. |
| 3.5. Ethical Rules and Social Responsibility | |
| The name of the section on the corporate website that demonstrates the code of ethics | Investor Relations / Corporate Governance / Company Policies / Ethical Policy |
| 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. | Investor Relations / Corporate Governance / Company Policies / Ethical Policy |
| Any measures combating any kind of corruption including embezzlement and bribery | Within the scope of the activities of the Directorate of Internal Control, Risk Management and Internal Audit, internal investigations are conducted to identify actual or potential losses and damages, or to verify allegations related to internal fraud, misconduct, and ethical violations. Regulations concerning bribery and corruption are included in the ebebek working principles and code of ethics, which are also available on our website. Rules regarding giving, accepting gifts, and hospitality have been established through our gift giving, acceptance, and hospitality procedure. |

4. BOARD OF DIRECTORS-I

| 4. BOARD OF DIRECTORS-I | |
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| 4.2. Activity of the Board of Directors | |
| Date of the last board evaluation conducted | 17/12/2025 |
| 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 | 15 |
| 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 Control System and Internal Audit |
| 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 (| | | | | |

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|------------------------|--------------------------------------|-----------------------------------------------|------------|-----------------------------------------------------------------------------------------------------|------------------------------|--------------------------|--------------------------|
| Halil Erdođmuş | İcrada görevli (Executive) | Not independent director) | 12/09/2000 | - | İlgisiz (Not applicable) | İlgisiz (Not applicable) | İlgisiz (Not applicable) |
| Mahmud Muhammed Topbař | İcrada Görevli Deđil (Non-executive) | Bađımsız üye deđil (Not independent director) | 02/12/2011 | - | İlgisiz (Not applicable) | İlgisiz (Not applicable) | İlgisiz (Not applicable) |
| Musa Topbař | İcrada Görevli Deđil (Non-executive) | Bađımsız üye deđil (Not independent director) | 02/12/2011 | - | İlgisiz (Not applicable) | İlgisiz (Not applicable) | İlgisiz (Not applicable) |
| Ebubekir Topbař | İcrada Görevli Deđil (Non-executive) | Bađımsız üye deđil (Not independent director) | 18/11/2025 | - | İlgisiz (Not applicable) | İlgisiz (Not applicable) | İlgisiz (Not applicable) |
| Aynur Çolpan | İcrada Görevli Deđil (Non-executive) | Bađımsız üye (Independent director) | 25/04/2024 | https://www.kap.org.tr/tr/Bildirim/1276935 | Deđerlendirildi (Considered) | Hayır (No) | Hayır (No) |
| Soner Canko | İcrada Görevli Deđil (Non-executive) | Bađımsız üye (Independent director) | 25/04/2024 | https://www.kap.org.tr/tr/Bildirim/1276935 | Deđerlendirildi (Considered) | Hayır (No) | Evet (Yes) |

4. BOARD OF DIRECTORS-II

| 4. BOARD OF DIRECTORS-II | |
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| 4.4. Meeting Procedures of the Board of Directors | |
| Number of physical or electronic board meetings in the reporting period | 5 |
| Director average attendance rate at board meetings | % 87 |
| 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 | 2 |
| The name of the section on the corporate website that demonstrates information about the board charter | The internal regulation is not published on the corporate website. |
| Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors | There are no restrictions on board members assuming external roles outside the company. |
| 4.5. Board Committees | |
| Page numbers or section names of the annual report where information about the board committees are presented | Corporate Governance / Our Committees Under the Board of Directors |
| 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 Cankö | 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 Cankö | Evet (Yes) | Yönetim kurulu üyesi (Board member) |
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| 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 Cankö | 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

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| 4. BOARD OF DIRECTORS-III | |
| 4.5. Board Committees-II | |
| Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website) | Corporate Governance / Our Committees Under the Board of Directors |
| 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) | Corporate Governance / Our Committees Under the Board of Directors |
| 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) | The Corporate Governance Committee also fulfills the duties of the Nomination Committee and the Compensation Committee. |
| Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website) | Corporate Governance / Our Committees Under the Board of Directors |
| 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 the Compensation 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 Information |
| Specify the section of website where remuneration policy for executive and non-executive directors are presented. | Investor Relations / Corporate Governance / Company Policies / Compensation 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 |

| 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 | 6 | 6 |