

*"Governance is our anchor that ensures clarity, transparency, and disciplined oversight across the entire Sabancı ecosystem. It is how we convert complexity into reliable, future-ready decision-making."*

**Şerafettin Karakış**  
Secretary General



## OUR GOVERNANCE

Strong governance is the foundation of Sabancı's century-long resilience. Transparency, accountability, and integrity guide our decision-making, ensuring sustainable growth across diverse markets and regulatory landscapes. Our governance model turns complexity into clarity, balances stakeholder expectations, and safeguards Sabancı's continuity for the next century.

*"Transparency and compliance ensure that Sabancı's foundations remain strong and trusted. Our legal and regulatory discipline safeguards the Group's continuity across all markets."*

**Şebnem Önder**  
President, Legal and Compliance



# Governance for Risk and Opportunity Management

Sabancı Holding assesses risks and opportunities emerging from both global and local developments. We formulate strategies to navigate them through a holistic approach, involving diverse teams. This strategy, centered on double-materiality analysis, empowers us to coordinate actions that capitalize on opportunities and mitigate risks throughout our entire Group. Our risk and opportunity management framework considers not only financial aspects but also, extra-financial factors relevant to our diverse business portfolio, ensuring robust opportunity management and agility. By incorporating double-materiality analysis into our strategy, we ensure that our decisions not only consider traditional financial metrics but also account for their broader societal and environmental implications. This integrated approach enables us to align our business practices with sustainability goals while simultaneously maximizing long-term value creation for all stakeholders.

## CORPORATE GOVERNANCE AS THE PILLAR OF SUCCESS

Sabancı Group acknowledges that a sound corporate governance system is the key driver of financial and extra-financial success. Based on this understanding, we design corporate governance practices that apply across Sabancı Group with primary attention to accountability, transparency, responsible business, and effective stakeholder management through collaboration and effective communication with stakeholders, all of which contribute to the sustainability and resilience of Sabancı Group.

## GOVERNANCE AS THE DNA OF TRANSFORMATION

### Role of Center

In 2025, Sabancı Holding advanced its Role of Center program to strengthen how the Holding creates value across the portfolio by clearly defining where the Center leads, where it enables, and where it sets principles. Grounded in the “Strategic Guide” archetype, the program clarified Holding level responsibilities in active portfolio management, group wide strategic initiatives, risk and performance management, and stewardship of shared assets such as Talent, Brand, Purpose, EVP and Management Principles. Through this redefined operating model, Sabancı ensures consistency in strategic alignment, more effective resource allocation, and a disciplined execution architecture across the Group.

### Board of Directors Excellence

The Board of Directors Excellence program establishes a unified governance framework that elevates board effectiveness across all Group companies. Built on global best practices and Sabancı specific governance needs, the program introduces standardized expectations for board composition, independent oversight, functional expert representation from Holding Functions, committee structures, training programs for board members on effective board practices, annual performance evaluations, and onboarding processes. The program also formalizes a performance management cycle and links board effectiveness directly to execution quality and strategic outcomes. Combined, these measures create a governance model that enhances decision quality, strengthens accountability, and ensures all subsidiary boards operate with the same rigor, clarity and strategic discipline.

## INTEGRATED GOVERNANCE & EXECUTION ARCHITECTURE

To support its operating model, Sabancı Holding has established an integrated governance and execution architecture that clarifies accountability, strengthens alignment across the portfolio and connects Board oversight with Group-wide implementation.

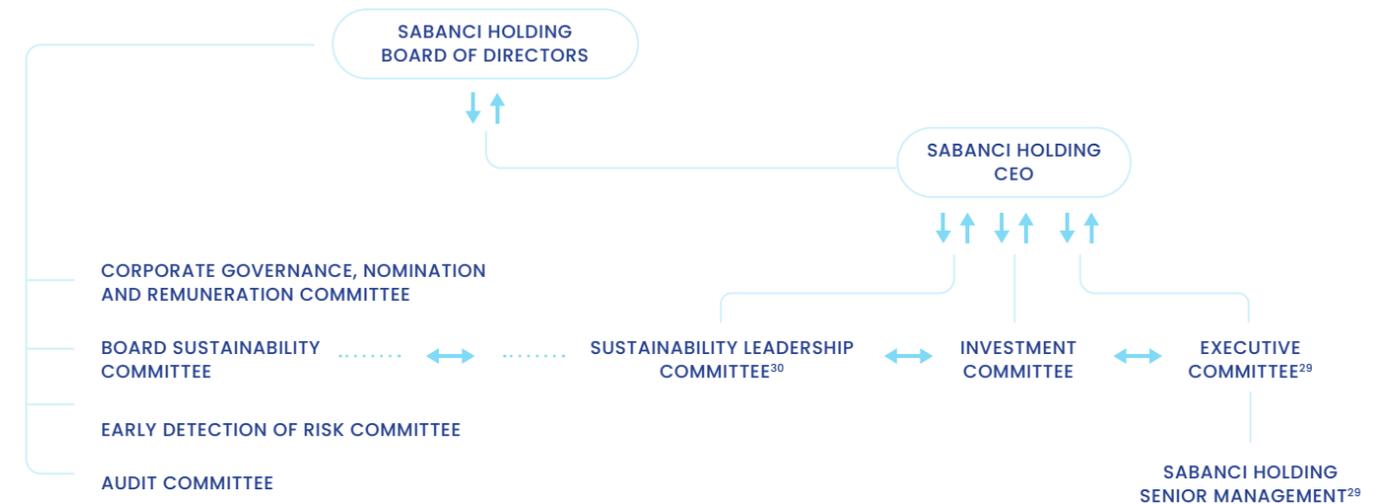
In this integrated structure, the CEO serves as a member of the Board of Directors while holding the highest executive responsibility. The Board exercises its supervisory role through its specialized committees, including the Audit Committee, the Early Detection of Risk Committee, the Corporate Governance, Nomination and Remuneration Committee, and the Board Sustainability Committee.

At the executive level, the Investment Committee, the Sustainability Leadership Committee and the Executive Committee are mutually connected through alignment, communication, coordination and collaboration, and each is accountable to and reports to the CEO, ensuring that sustainability priorities

and capital allocation decisions are evaluated within a single decision architecture. Sabancı Holding Senior Management supports this structure through disciplined implementation and structured alignment across the portfolio.

Group sustainability targets and performance are monitored at the executive level by the Sustainability Leadership Committee. Consolidated data and progress reports, primarily prepared by the Sustainability Directorate, are reviewed through the Committee and presented regularly to the Board Sustainability Committee, ensuring coordination between executive management and Board oversight.

In addition, certain members of the Executive Committee and Senior Management serve on the boards of Group companies in their capacity as duly elected board members, in accordance with the applicable regulatory framework. This reinforces alignment across the portfolio and strengthens the coherence of Sabancı Holding’s integrated governance model.



(29) Certain members of Executive Committee and Senior Management serve on the boards of Group companies in their capacity as duly elected board members, in accordance with the applicable regulatory framework.  
 (30) Group sustainability targets and performance are monitored by the Sustainability Leadership Committee. Consolidated data and progress reports, primarily prepared by the Sustainability Directorate, are reviewed through the Committee and presented regularly to the Board Sustainability Committee.



## SUSTAINABILITY AS A MAIN PILLAR OF THE GOVERNANCE MODEL

Sabancı Holding **Board of Directors**, as the highest governing body, considers sustainability an integral component of its institutional mandate and oversees sustainability performance through a multi-layered committee structure embedded within corporate governance and risk oversight mechanisms. The **Corporate Governance, Nomination and Remuneration Committee**, the **Early Detection of Risk Committee** (EDRC), the **Audit Committee**, and the **Board Sustainability Committee** operate under the Board of Directors and collectively contribute to the governance of sustainability-related risks, opportunities, and performance, ensuring that environmental and social considerations are evaluated within the same decision architecture as financial and strategic issues.

Within this structure, the Board Sustainability Committee functions as the principal body through which sustainability-related developments, regulatory expectations, and stakeholder priorities are consolidated at Board level and translated into strategic guidance for executive decision-making. The Committee oversees the overall structure and functioning of sustainability governance, monitors sustainability performance indicators and targets across the Group, and supervises transparency and sustainability reporting practices. It also plays a central role in the formulation and revision of environmental and social policies, including the Responsible Investment Policy, and monitors environmental and social risks that may evolve into financial or reputational risks, in coordination with the EDRC. Through this mandate, the Committee ensures that sustainability is governed not as a technical or operational topic, but as a strategic variable within the Holding's institutional decision framework.

Sustainability-related risks and opportunities are primarily identified and assessed through joint analytical processes conducted by the Sustainability and Risk Directorates. These assessments are based on both quantitative and qualitative methods, supported by benchmarks and scenario-based evaluations. The results of these analyses are first reviewed at executive level by the Sustainability Leadership Committee, which includes members of the Executive Committee, and subsequently escalated to the EDRC where relevant. In this way, sustainability risks are evaluated alongside other strategic, operational, financial, and compliance risks within the enterprise risk management system, ensuring institutional coherence in risk governance.

Major investment decisions across the Group are reviewed through the **Investment Committee**, within which sustainability considerations are embedded into due diligence processes for both greenfield investments and mergers and acquisitions. The Sustainability Directorate provides in-depth sustainability assessments as part of these processes, enabling investment decisions to be evaluated through integrated financial, strategic, and sustainability lenses. Through this structure, sustainability is institutionally embedded into capital allocation, ensuring alignment between long-term strategic objectives, risk discipline, and investment logic.

At executive level, the **Sustainability Leadership Committee**, chaired by the Human Capital and Sustainability Group President and composed of members of the Executive Committee, functions as the central coordination body for the Group's sustainability agenda. The Committee is responsible for developing, overseeing, and monitoring sustainability-related targets and performance indicators, including GHG emissions reduction goals and key metrics across the Nature and Social Agendas. Consolidated sustainability performance data prepared by the

Sustainability Directorate is reviewed by the Committee and presented regularly to the Board Sustainability Committee. As the coordinating body between the two committees, the Sustainability Directorate ensures continuity between executive management and Board-level oversight. This approach ensures that target-setting and performance monitoring are both operationally robust and strategically aligned with the Holding's long-term objectives. Sustainability metrics, including climate-related performance, are also embedded in the remuneration policies for the members of the Executive Committee and CEOs of Group companies. These metrics account for up to 10% of total variable compensation.

Operational execution is coordinated by the Sustainability Directorate and supported by **Thematic Task Forces**. The Sustainability Directorate functions as a central strategic and analytical unit, embedding sustainability principles into corporate strategy, identifying material sustainability issues, conducting scenario planning exercises, establishing measurable targets, and supporting performance monitoring and reporting across the Group. It also acts as a coordination mechanism between governance bodies, ensuring alignment between sustainability governance, enterprise risk management, and capital allocation processes. Thematic Task Forces, composed of sustainability coordinators and representatives from Group companies, operate as agile execution platforms responsible for designing and implementing sustainability programs and projects in line with the Group's action plans, reporting progress through the Sustainability Directorate to the Sustainability Leadership Committee.

Sabancı Holding adopts the **Three Lines Model** to ensure institutional integrity across governance, risk management, and internal control. Strategic Business Units and support functions constitute

the first line of defense, managing sustainability risks within daily operations and decision-making processes. The Sustainability and Risk Directorates, together with oversight committees, form the second line by independently evaluating risks, monitoring compliance, and escalating significant issues to senior management and the Board. The Internal Audit Department provides independent assurance as the third line, reporting to the Audit Committee. Through this structure, sustainability governance is embedded across decision-making, oversight, and assurance layers, reinforcing the Holding's capacity to manage complexity, anticipate systemic risks, and preserve long-term continuity.

For detailed information on committees established under the Board of Directors, please refer to [Reporting on Corporate Governance and Sustainability Principles Compliance](#) section.

## Board of Directors



**HAYRİ ÇULHACI**  
Chair



**EROL SABANCI**  
Vice Chair



**SUZAN SABANCI, CBE**  
Board Member



**E. MELİSA SABANCI TAPAN**  
Board Member



**SERRA SABANCI**  
Board Member



**KIVANÇ ZAIMLER**  
Board Member & CEO



**HÜSEYİN GELİS**  
Independent Board Member



**MEHMET KAHYA**  
Independent Board Member



**TAYFUN BAYAZIT**  
Independent Board Member



Please click [here](#) or scan image with your “QR Code Reader” equipped smartphone to access detailed resumes of the Members of the Board of Directors.

*Note: As of March 27, 2025, Hayri ÇULHACI has been appointed as the Chair of the Board of Directors and Tayfun BAYAZIT has been appointed as an Independent Member of the Board of Directors. Following the resignation of Mr. Cenk ALPER from his duties as Chief Executive Officer and Member of the Board of Directors, effective as of May 31, 2025; Mr. Kivanç ZAIMLER has been appointed as Chief Executive Officer and Member of the Board of Directors, effective as of June 1, 2025.*

## Skill Matrix

At Sabancı Holding, we believe that a Board of Directors enriched with a broad spectrum of skills, knowledge, and experience enhances its functionality and the quality of its decision-making processes. *Studies indicate that companies with diverse executive teams see a 39% increase in profitability compared to their counterparts.*

Our nomination process for the Board of Directors goes beyond merely ensuring gender equality in diversity and inclusion.

We thoroughly assess candidates’ competencies, considering a wide array of factors, including industry expertise, management experience, proficiency in ESG matters, crisis management skills, and a capacity for global and long-term strategic thinking.

We uphold a strict non-discrimination policy, ensuring that no candidate is discriminated against based on gender, age, ethnicity, religion, language, race, or any other characteristic.

### BOARD MEMBERS COMPOSITION

**33%** Female **67%** Male

**33%** Independent Members

### BOARD MEETING ATTENDANCE

**83%** 2025 Average Attendance Rate

**67%** Minimum Required Attendance Rate for All Members

### TERM AND TENURE OF BOARD MEMBERS

**22%** Term ≥15 years

**~11.5 years** Average Tenure

### BOARD OF DIRECTORS EXPERIENCE COMPOSITION

**56%** Audit Experience

**67%** Risk Management Experience

**56%** Financial Services Experience

**67%** Non-Financial Experience

**89%** Environmental, Social and Corporate Governance (ESG) Experience

**78%** International/Multi Geographical Experience

## Executive Committee



**KIVANÇ ZAIMLER**  
Board Member & CEO



**BURAK ORHUN**  
President, Strategic  
Investments



**FİLİZ KARAGÜL TÜZÜN**  
President, Corporate Brand  
Management &  
Communications



**GÖKHAN EYİGÜN**  
President, Strategic  
Investments



**HAKAN BİNBAŞGİL**  
President, Strategic  
Investments



**İHSAN ERBİL BAYÇÖL**  
President, Strategic  
Investments & Operations



**N. ORHUN KÖSTEM**  
President, Finance



**ŞEBNEM ÖNDER**  
President, Legal  
& Compliance



**ŞERAFETTİN KARAKIŞ**  
General Secretary  
& Audit President



**TOLGA KAAN  
DOĞANÇIOĞLU**  
President, Strategic  
Investments & Operations



**UMUT ZENAR**  
President, Strategic  
Investments & Operations



**YEŞİM ÖZLALE ÖNEN**  
President, Human Capital  
& Sustainability



Please click [here](#) or scan image with your "QR Code Reader" equipped smartphone to access detailed resumes of the Members of the Executive Committee.

Note: For details regarding the changes in the organizational structure, please refer to the [related disclosure](#).

## Senior Management & Sabancı Group Links

### Senior Management

**Aykut Gümüslüoğlu**  
Director - Audit

**Derya Özet Yalçı**  
Director - Sustainability

**Devrim Baykent**  
Director - Treasury and Corporate  
Finance

**Erdem Erdoğan**  
Director - Financial Affairs &  
Investor Relations

**Huriye Pandul**  
Director - Group Financial Control

**İlker Yıldırım**  
Director - Secretary General Office

**Kerem Tezcan**  
Director - Investor Relations

**Mehmet Cengiz**  
Director - Accounting

**Murat Gençer**  
Director - Risk

**Mustafa Özturan**  
Director - Employee Experience  
and Labour Relations

**Olca Gürdal**  
Security Coordinator

**Seçkin Yelmen**  
Director - Investments and M&A

**Seval Kor**  
Director - Human Resources

**Tülin Şağul**  
Director - Audit

### Sabancı Holding Investor Relations & Capital Markets Team

**Investor Relations Director:** Kerem Tezcan

**Financial Affairs & Investor Relations Director:**  
Erdem Erdoğan

**Investor Relations Manager:** Sezgi Eser Ayhan

**Investor Relations Specialist:** Emine Dalan

**Capital Markets Consultant:** Fatma Akgün Olum

**Capital Markets Specialist:** Hüseyin Yalçınkaya

**Contact:** investor.relations@sabanci.com

**Phone:** +90 212 385 83 84

### Sabancı Holding Sustainability Team

**Sustainability Director:** Derya Özet Yalçı

**Sustainability Manager:** Ebru Aydeniz

**Sustainability Project Trainee:** Eda Güçhan

**Contact:** sustainability@sabanci.com

## Information on Sabancı Group Companies

 For detailed information, disclosures and reports on Sabancı Group companies, please click on the name of the company.

**Banking & Financial Services**

- Akbank
- Aksigorta
- Agesa

**Energy & Climate Technologies**

- Enerjisa Enerji
- Enerjisa Üretim
- Sabancı Climate Technologies
- Temsa

**Material Technologies**

- Akçansa
- Çimsa
- Kordsa
- Brisa

**Digital Technologies**

- SabancıDx
- Bulutistan
- DxBV

**Other**

- Teknosa
- Carrefoursa
- Temsa Motorlu Araçlar

 For details on our subsidiaries and joint ventures, nature of business and operating segments and their consolidation method, please refer to the Consolidated Financial Statements available on the [Integrated Annual Report 2025 website](#) under the ["Download Center"](#).

 For Important Developments during the reporting period, please refer to [Sabancı Holding Investor Relations website](#), and websites of our Group companies given above.

## Our Integrated Governance Systems

### ENTERPRISE RISK MANAGEMENT AT SABANCI GROUP

Sabancı Group is committed to robust risk management practices to ensure the continuity of its operations, safeguard stakeholder interests, and drive sustainable growth. Our approach to risk management is built upon proactive strategies designed to identify, assess, and mitigate potential threats effectively.

#### Key Principles And Framework

At Sabancı Group, we adhere to corporate risk management principles aimed at maximizing stakeholder value while minimizing risks that could hinder our progress. A comprehensive risk training framework is in place to strengthen risk awareness across all organizational levels. Regular Generative AI-enabled sessions cover topics such as Corporate Risk Management, Global Financial Crisis Insights, and AI-related Risks and Their Management.

We manage risks both at the Holding and at the Group level. Our framework encompasses a blend of quantitative and qualitative metrics to gauge risk exposure accurately. We prioritize risks based on their potential impact and likelihood, addressing them through strategies of avoidance, transfer, reduction, or acceptance. Each prioritized risk's tolerance and critical thresholds, along with the overall risk management system, are reviewed and updated annually. The review process includes quantitative and qualitative approaches – statistical analysis by historical data, Monte Carlo simulations – incorporating Sabancı Holding's strategic direction and financial performance targets.

At Sabancı, risk management is a proactive process which includes different stress scenarios pursued regularly by considering an integral and forward-

looking view of all risks. In addition to the stress scenarios, we used sensitivity analyses to see the impact of different components in 2025.

Not only for financial risks such as foreign currency and inflation but also for non-financial risks, stress scenarios are used. Sabancı Crisis Management Committee conducted two drills both physically and online in 2025.

#### Committee Oversight and Governance

Our risk management operations are overseen by dedicated Early Detection of Risk Committee (EDRC). The EDRC plays a critical role in evaluating risk operation results, updating risk tolerance levels, and ensuring alignment with our strategic objectives. Additionally, guest participation in the EDRC meetings enriches our discussions with diverse perspectives.

#### Risk Management Across Group Entities

Our banking subsidiary, Akbank, maintains a multidimensional approach to risk management, legal compliance, and environmental-social impact assessments across key operational domains including balance sheet management, capital allocation, and product development. With its prudent risk management practices, the Bank contributes to Sabancı Holding's long-term strategies and goals.

At Sabancı Group's non-bank subsidiaries, executive leadership and Senior Management oversee corporate risk management practices. Under the guidance of relevant Boards of Directors and affiliated risk committees, risks are identified, prioritized based on likelihood and potential impact and systematically monitored. These entities regularly report potential risks to the EDRC and the Board of Directors, ensuring transparency and accountability.

Furthermore, the management of financial, strategic, operational, and compliance risks across Group subsidiaries is overseen by the Holding's Strategic Business Unit Presidents, in collaboration with key departments including the Office of the Chief Financial Officer, the Risk Management Directorate, and the Legal and Compliance Group Presidency.

### Key Focus Areas

Sabancı Group prioritizes risk management across various categories, including financial, strategic, operational, and compliance risks. This methodology is backed by the risk surveys that are repeated every year. In 2025, the risk perception survey was conducted by the Risk Management Department across all Sabancı Group Companies. The results were presented to senior and executive management teams, accompanied by a comparison with international risk survey results.

### Financial Risks

The Sabancı Holding Treasury Management Policy defines the rules and principles of the company's investment policy encompassing interest, exchange rate and liquidity risks. The Holding's Finance and Risk Management teams closely monitor and manage financial risks using various indicators at both the company and consolidated levels, ensuring these risks remain within defined thresholds. Furthermore, risks and opportunities have been simulated and incorporated into the budgeting processes, enabling the acquisition of strategic-level insights.

### Strategic Risks

Strategic risks are assessed within the scope of corporate risk, industrial risks, economic risks, regulatory changes, reputational risk, and sustainability risk.

Sabancı Holding manages strategic risks with a long-term dynamic business lines management approach. This approach focuses on cultivating highly profitable and sustainable businesses to gain a competitive edge.

Sabancı Holding categorizes sustainability risks within the framework of strategic risks. Sustainability risks include the potential for non-compliance with sustainability policies, regulations, and international standards in addition to transition risks stemming from investments aimed at aligning with a lower-carbon economy. This risk type also encompasses physical risks, such as financial implications resulting from extreme weather events. The Holding has launched a comprehensive initiative across the Group to manage climate-related risks.

These risks and associated opportunities are managed systematically by the relevant committees and departments, with the coordination of the Sustainability Department, to ensure alignment with the overall strategic direction. Risk Management Department and Related Business Units are actively involved in the management of sustainability risks.

### Operational Risks

The Audit Department conducts regular checks of company processes and systems to determine and eliminate operational risks. The Information Technology Department manages technology risks, such as damage to information systems, cyberattacks, and the like, via preventive actions, regular tests and backup plans.

Sabancı Group utilizes cyber risk insurance to ensure an effective level of cyber security and mitigate technology risks. The Human Resources Department manages occupational health and safety risks.

### Compliance Risks

Compliance with applicable laws, rules and regulations is a key responsibility of Sabancı Holding. The Holding's Legal and Compliance team conducts thorough compliance risk analyses across key areas including competition law, sanctions and export controls, third-party due diligence, and data privacy.

## COMPLIANCE

Compliance with laws, regulations, and ethical standards remains a fundamental priority for Sabancı Holding. Our standards apply to all Group companies and require acting lawfully, ethically, and in the best interests of Sabancı Group in every geography where we operate.

In 2025, Sabancı Holding advanced its efforts significantly and brought the unified ethics and compliance program live, marking a significant milestone in our governance framework. As the program enters its implementation phase, it is expected to generate substantial improvements in several critical areas including whistleblowing and incident management, training effectiveness, Know Your Customer (KYC) practices, third party due diligence, and conflict of interest management.

Building on this foundation, Sabancı Holding also expanded its efforts beyond compliance and initiated a comprehensive project to evaluate all policies and procedures across every functional area. This initiative aims to ensure that our policies remain robust, up to date, and aligned with evolving business needs, regulatory expectations, and global best practices. By integrating compliance with broader organizational policy governance, the Group is advancing toward a more cohesive, resilient, and transparent operating model.

### Competition and Anti-trust

We ensure fair and ethical competition within our Group, aligning with competition laws. In mergers and acquisitions involving Group companies, we conduct thorough competition risk assessments and fulfill mandatory filings prior to transaction closure.

### Sanctions and Export Controls

Sabancı Group companies operate in regions throughout the world. This expansive geographic

footprint requires dedicated attention to complex trade sanctions and export control laws and regulations that prohibit the import, export or re-export of certain products and services to or from certain countries or parties.

We have established policies and procedures to ensure compliance with all applicable sanctions and export control regimes. Our ethics and compliance program enhances the effectiveness of these efforts by supporting ongoing monitoring and regular screening activities. These processes help us identify potential sanctions and export control-related risks at an early stage, enabling timely mitigation and more reliable compliance management across the Group.

### Third Parties

Sabancı Group companies supply a diverse array of products and services in banking, financial services, energy and climate technologies, material technologies, mobility solutions and digital sectors around the globe in 18 countries worldwide. This expansive scope includes engaging with a wide range of third parties, including suppliers, distributors, intermediaries, agents and business consultants, and thus increasing the likelihood of Sabancı Group companies being held accountable for non-compliant activities and behaviors of business partners. To mitigate such risks, we have implemented policies and procedures for third party risk assessment, enhanced due diligence, and risk mitigation measures.

Our newly initiated unified ethics and compliance program further strengthens these efforts by establishing consistent standards, integrating operational controls, and supporting end-to-end governance of third-party interactions. Additionally, regular third-party screening and monitoring help us identify potential risks at an early stage, enabling timely intervention and improving overall risk management across the Group.

### Cybersecurity and Data Privacy

It is essential for Sabancı Group to protect personal data, confidential information, and IT systems from unauthorized access, use, or disclosure.

In 2025, Sabancı Holding made significant progress toward completing its end-to-end Data Privacy Project, which has now reached its final stages. This comprehensive initiative covers every aspect of data privacy across the organization, from governance structures and processing controls to training, documentation and operational practices which reinforce our commitment to maintaining a secure, privacy-aware and resilient information environment. In parallel, our cybersecurity efforts continue to evolve, focusing on strengthening system resiliency, enhancing threat detection and response capabilities, and implementing robust technical controls to safeguard our digital infrastructure against emerging risks.

### BUSINESS ETHICS, ANTI-BRIBERY AND ANTI-CORRUPTION

At Sabancı Group, we define the framework of our mutual responsibilities with our employees and stakeholders with the Sabancı Group Code of Business Ethics (SA-ETHIC). Based on the principles of honesty and integrity, SA-ETHIC guides the laws, regulations, and internal procedures that are decisive in all decisions and activities and complies with the Universal Declaration of Human Rights and the fundamental conventions of the International Labor Organization.

SA-ETHIC is binding on all Board Members, managers, and employees of Sabancı Holding and Group companies. We also expect all our suppliers, subcontractors, dealers, business partners, and similar stakeholders to comply with this Code. The Sabancı Holding Board of Directors is primarily responsible for the adoption, implementation, and compliance control with SA-ETHIC across the Group.

Holding and Group companies' senior management are responsible for implementing SA-ETHIC, or in this context, for their companies' specific business ethics rules and for creating a culture that supports its implementation.

SA-ETHIC and all concerning relevant policies are reviewed, revised and documented by the Human Capital and Sustainability Group Presidency upon the recommendations of the Board of Ethics and the revisions are announced to the Holding and Group Companies upon the approval by the Sabancı Holding's CEO and the Chair of the Board of Directors.

- The Holding and Group companies' Human Resources are responsible for informing all employees (including our part-time and contracted employees) at least once a year about SA-ETHIC to ensure the clarity of policies and rules, providing training, and ensuring constant communication with employees.
- The Holding and Group companies are responsible for employees reading the ethical rules, being informed about this matter, and ensuring they sign the Employee Statement.
- At the beginning of each year, the Holding and Group companies ensure all employees renew their notifications by signing the Business Ethics Compliance form.

Within the scope of Sabancı Holding, there are no lawsuits filed and/or concluded against ESG issues, which are important in terms of ESG policies and/or which will significantly affect the activities, for the 2025 fiscal year.

Sabancı Group does not tolerate bribery or corruption under any circumstances. We expect all Group managers and employees to comply with the duties and responsibilities in the Anti-Bribery and Anti-Corruption Policy. The Anti-Bribery and Anti-Corruption Policy is binding on Group executives and employees, all relevant stakeholders, suppliers, business partners,

and consultants. In contracts, we impose as a condition that our business partners comply with SA-ETHIC and the Anti-Bribery and Anti-Corruption Policy.

We follow black-listed individuals and companies in close coordination with public authorities. We black-list suppliers deemed objectionable or risky by public institutions for any reason, act contrary to our Group culture, or violate our processes, and we terminate our business relationship with them. We can thus identify suppliers, contractors, and customers who are known or suspected of being involved in bribery.

We apply sanctions on people who urge, encourage, and legitimize violating acts, as well as those who tolerate such acts by not reporting them despite being aware of them. Nevertheless, those suppliers can be re-evaluated every year and added to the suppliers' list once they have remedied the violations.

The Sabancı Holding Board of Ethics is responsible for supporting the Board of Directors in fulfilling oversight and audit functions. All stakeholders can report ethical violations to the Board of Ethics online through <https://sabanci.ethicspoint.com>, and by phone dialing +90 800 621 24 61. The Board of Ethics is responsible for reviewing all reported notifications thoroughly according to the privacy policy and resolving them as soon as possible. The person reporting to the Board of Ethics is under the protection of this Committee and is guaranteed that they shall not endure any repression, pressure, or penalty for raising concerns.

[Sabancı Group Code of Business Ethics](#) and [Anti-Bribery and Anti-Corruption Policy](#) cover corporate issues, primarily the fight against bribery and corruption, human resources and environmental matters, and compliance with operating principles and legal obligations. The respective Audit Departments carry out periodic or on-demand custom audits under the control of the Audit Committee per International Internal Auditing Standards and Ethical Rules to

assess compliance with legal regulations, contracts, company policies and procedures and ethical rules; contribute to the prevention of errors and irregularities; to protect assets; to assess the effectiveness of the risk management and internal control environment, the accuracy and integrity of operational and financial information, and to identify opportunities for improvement. The audits encompass all Group companies entering the sustainability reporting scope, and the business units to be audited are prioritized from a risk-based perspective. In addition, the Internal Audit Units of Group companies also carry out regular audits for the same purpose under the supervision of Audit Committees at least once every three years.

The audit scope covers all Group companies and the units to be audited within the relevant year are prioritized from a risk perspective. Audit activity covers notifications and complaints submitted through the channels mentioned above, and special examinations into violations against legal regulations, our code of ethics and the other company regulations. The number of ethical notifications made in 2025 is 889 excluding the bank. Of these notifications, 20% were made to the Board of Ethics, and the rest were made directly to the companies. Notifications and violations are divided into the following five categories: negligence, poor and irresponsible management, bribery and corruption-conflict of interest, mobbing and harassment, working conditions- wages-job complaints, complaints and notifications from customers and suppliers. Following the evaluation of the notifications, all cases were examined, and ethical violations were observed at a rate of 60%.

Of the violations, 44% were related to administrative issues. Mobbing and harassment-related issues, cases relating to working conditions, wages and other job-related complaints follow this at 33%. As a result of the investigations, the employment contracts of 142 employees were terminated in 531 cases due to ethical violations. At H.Ö. Sabancı Holding A.Ş. in particular, no ethical notifications or cases have occurred.

### Training on Ethics, Anti-Bribery and Anti-Corruption

To foster a culture of integrity and compliance within Sabancı Group, we provide comprehensive training on Ethics, Anti-Bribery, and Anti-Corruption. We annually provide refresher training for current employees to keep their SA-ETHIC knowledge up-to-date and raise awareness. We ensure that every new employee in the Group receives SA-ETHIC training.

At the end of training, we request a written statement from the employees signifying their willingness to comply with SA-ETHIC. In 2024, we provided approximately 15 thousand hours of Ethics Training and 36 thousand hours of Anti-Bribery and Anti-Corruption Training.

 Note: Independent assurance of 2025 sustainability data is ongoing. Verified figures are expected to be published in early Q3 2026 on [Sabancı Holding's Investor Relations website](#).

#### Policies and Principles



[For detailed information about each policy, please click on the headline of the relevant policy.](#)

- Donations and Grants Policy
- Dividend Policy
- Disclosure Policy
- Corporate Social Responsibility Policy and Principles
- Health and Safety Policy
- Communication Principles
- Environmental Policy
- Responsible Investment Policy
- Anti-Bribery and Anti-Corruption Policy
- Equality, Diversity and Inclusion Regulation
- Diversity Policy for the Board of Directors
- Remuneration Policy for the Board of Directors and Senior Executive Officers
- Data Protection and Processing Policy
- Sabancı Group Code of Business Ethics
- Women's Empowerment Principles
- Equity at Work Declaration
- Tax Policy
- Transfer Pricing Policy

## Reporting on Corporate Governance and Sustainability Principles Compliance

### SECTION I - CORPORATE GOVERNANCE

#### 1. Corporate Governance Approach

The Sabancı Group has adopted compliance with the four core principles of corporate governance—Transparency, Fairness, Responsibility, and Accountability—as a fundamental commitment and has positioned this approach as one of the key pillars of its long-term value creation strategy.

Sabancı Holding, the parent company of Sabancı Group and whose shares are listed on Borsa İstanbul Stars Market, designs its management approach based on these principles and continues to develop its corporate governance practices by taking international best practices as its guide on a regular annual basis.

#### 2. Compliance with Corporate Governance Principles

Sabancı Holding fully complies, without exception, with all 24 mandatory corporate governance principles set out under the Corporate Governance Communiqué (II-17.1) issued by the Capital Markets Board of Türkiye, the regulatory authority responsible for regulating and supervising corporate governance practices of publicly held companies in Türkiye.

Sabancı Holding continued to achieve full compliance with 62 out of a total of 73 discretionary principles, partial compliance with 3, and non-compliance with 3. Since no activities falling within the scope of the remaining 5 principles were conducted in 2025, these principles were considered irrelevant and, consequently, no compliance status could be assessed.

As a result of its efforts, Sabancı Holding achieved 93.5% full compliance and 3.3% partial compliance status while failing to comply with only 3.2% of all Corporate Governance Principles that are relevant and applicable in 2025. Sabancı Holding is committed to continuing its efforts to further improve compliance with the remaining corporate governance principles for the benefit of all stakeholders, especially shareholders.

#### 2.1. The partially complied principles are summarized below with the reasons for not achieving full compliance:

3.1.2. *Effective and rapid compensation should be offered in case the rights of the stakeholders that are protected under the relevant legislation and contracts are violated. The corporation shall make it convenient to provide the utilization of the mechanisms such as compensation provided for the stakeholders as per the legislation. Furthermore, the corporation shall form a policy on compensation towards the corporation's employees and disclose this policy to public via the corporate website.*

Sabancı Holding prioritizes pursuing the rights of all its stakeholders and maintaining a business model based on creating value together. However, there are no compensation policies in place towards Sabancı employees, yet no legal issues have been encountered in this regard.

4.4.7. *Members of the board of directors shall allocate a reasonable time for the business of the corporation. In cases where the member of the board of directors is a manager or board member in another corporation or renders consultancy services to another corporation, in principle this situation should*

not cause a conflict of interest, and the member shall not hinder his/her duty in the corporation. Within this context, external duties that the member conducts shall be conditional on certain rules or become limited. The external duties conducted by the member of the board of directors and the grounds thereof shall be submitted for the shareholders' information, by distinguishing either such corporation is intragroup or out of the group, together with the agenda item regarding election, at the general assembly meeting in which the election is discussed.

It is important for the members of the Board of Directors to allocate a reasonable time for the Company and to abstain from external duties that may cause a conflict of interest. However, external duties outside of the Company that a member conducts are not regulated or restricted. Additionally, resumés of the members of the Board of Directors are available on the Investor Relations website.

4.6.5. Remunerations provided for members of the board of directors and executives, and all other benefits provided shall be disclosed via the annual report to the public. Principally, public disclosure shall be made on the basis of the persons.

The remuneration of the members of the Board of Directors is disclosed individually as it is determined by the General Assembly. The total remuneration provided to executives is disclosed to public in the notes to the financial statements. Compensation for the executives has been made in accordance with wage policies taking into account performance criteria. As this information constitutes personal data, it is not disclosed on an individual basis.

## 2.2. The principles that have not been complied with are summarized below, with the reasons for not achieving full compliance:

1.3.11. General Assembly meetings may be conducted open to public including stakeholders and media,

provided that those shall not have right to speak and a provision may be included in the articles of association in this respect.

General Assembly meeting was not held publicly for the sake of efficient time management.

1.5.2. Minority rights may be defined in the articles of association for shareholders holding less than one-twentieth of the capital of the corporation. The scope of minority rights may be enlarged in the articles of association.

Minority rights are determined in accordance with the relevant legislation, and there is no specific provision for the extension of minority rights in the Articles of Association.

4.5.5. It shall be noted that any member of the Board of Directors shall not have a duty in more than one committee.

Although a specific attention is given to determine committee memberships based on professional experiences of independent directors, due to the limited number of independent Board members and the obligations required by the capital market regulations, the members may be assigned to more than one committee.

## 2.3. The principles considered irrelevant since no activities falling within the scope of these principles were performed in 2025 are as follows:

1.3.3. The General Assembly meeting is held in a manner that increases shareholder participation, does not create inequality among shareholders, and enables shareholders to attend at the lowest possible cost. For this purpose, provided that it is stipulated in the Articles of Association, the meeting is convened at a location where shareholders are numerically concentrated.

1.3.7. Persons who have the opportunity to access information of the corporation in a privileged way shall inform the board of directors to have this item add to the agenda in order to provide information at the general assembly regarding the transactions that they have conducted on their behalf within the scope of the corporation's field of activity.

1.6.3. In case the board of directors proposes not to distribute dividends to the general assembly, the reason for such proposal and information as to use of the dividend shall be included into the agenda item regarding dividend distribution.

4.5.7. The committees may obtain independent expert opinions on matters they deem necessary in relation to their activities. The fees for consultancy services required by the committees are borne by the Company. In such cases, information regarding the individual/entity from whom the service is obtained, as well as whether such individual/entity has any relationship with the Company, is disclosed in the annual activity report.

4.6.4. Corporation shall not loan money, make credit available, enlarge the term of the loan money or credit, improve conditions, make credit available via a third party as a personal credit or grant securities such as

surety to any of its Members of the Board of Directors or executives. However, institutions providing personal loan may make credits and other services available to these persons, within the conditions provided to other persons.

Full compliance with the aforementioned non-mandatory principles could not be achieved in 2025 due to practical challenges encountered in implementation, the assessment that the existing regulations are deemed sufficient, and the consideration that compliance with certain of these principles may not align with the interests and benefits of Sabancı Holding and its stakeholders. In line with the importance and priority Sabancı Holding places on corporate governance, relevant developments are closely monitored, and compliance with such principles continues to be evaluated.

The Corporate Governance Compliance Report (KYUR) and the Corporate Governance Information Form (KYBF) for 2025 issued in accordance with the CMB's Decision No. 2/49 dated 10.01.2019 and approved by the Board of Directors of Sabancı Holding are made available to the public. The documents are also available on the [Integrated Annual Report 2025 website](#) under the "[Download Center](#)".

Sabancı Holding's compliance status with Corporate Governance Principles in 2025 is summarized in the table below:

Status	Full Compliance	Partial Compliance	Non-Compliance	Irrelevant
Mandatory	24	-	-	-
Discretionary	62	3	3	5
<b>Total</b>	<b>86</b>	<b>3</b>	<b>3</b>	<b>5</b>

### 3. Investor Relations Activities

Sabancı Holding has adopted a meticulous approach to inform all market participants simultaneously on the developments that will affect investment decisions in a transparent, timely, accurate, complete, direct, understandable, adequate and regular manner in accordance with the legislation and in a way to assist analysts and investors to make informed decisions.

For this purpose, Sabancı Holding updates the Public Disclosure Platform (PDP) and the Investor Relations website (<https://yatirimciiliskileri.sabanci.com/en/>) on a regular basis. Investor meetings and conferences were organized to ensure continuous and effective communication with investors and analysts. In 2025, Sabancı Holding participated in a total of 31 roadshows and investor conferences and met with 513 investors and analysts.

No issues that may cause conflicts of interests between Sabancı Holding and institutions Sabancı Holding receives services such as investment consultancy, audit and rating agencies have been encountered in 2025.

A more detailed content for investor relations activities in 2025 is provided in the section titled Our Shareholding Structure and Sabancı Holding Share under About Sabancı Holding chapter of this Integrated Annual Report.

### 4. Monitoring the Changes in Legislation and Legal Procedures

In 2025, no legislative amendments occurred that would materially affect Sabancı Holding's corporate governance activities. As in previous years, legislative developments concerning Sabancı Holding and the Sabancı Group were closely monitored throughout 2025, and the necessary actions were taken in a timely manner.

Additionally, collaborations have been made with Turkish Industry and Business Association and other

relevant institutions and organizations in order to help legislative changes and current legislation benefit the interests of Sabancı Group and the development of the Turkish economy and markets.

Finally, in 2025, there have been no major pending lawsuits against the Company that may impact the financial position or operations of Sabancı Holding. In addition, Sabancı Holding, Board Members and the Company Executives faced no administrative or legal sanctions due to actions violating the legislation.

## SECTION II - BOARD OF DIRECTORS

### 1. Structure and Composition of the Board of Directors

The procedures and principles concerning the company's Board of Directors' structure, duties, management rights and representation authority etc. are decided upon in accordance with the provisions stipulated in the company's Articles of Association.

The Company is managed and represented by a Board of Directors consisting of minimum 7 and maximum 15 members elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and Capital Market Legislation.

The minimum qualifications to be sought for the members of the Board of Directors are not provided for in the Articles of Association. However, the qualifications of the members of the Board of Directors of the company comply with the required qualifications outlined in the relevant articles of the Corporate Governance Principles. Three of the members of the Board of Directors are elected as independent members determined in accordance with the CMB Corporate Governance Principles and regulations on corporate governance. Declarations of independence of the independent members of the Board of Directors were received prior to their appointment and these declarations remain valid. There is no circumstance eliminating independence as of the related activity period.

The Members of the Board of Directors may be elected for a term of office of one year, and re-election of the members whose term of office has expired is permissible. If a membership is vacated for any reason, at its first meeting, the Board of Directors elects a new member and submits him/her to General Assembly's approval. This member completes the remaining term of his/her predecessor.

Based on the General Assembly's decisions, Board Members are authorized to perform transactions pursuant to the Articles 395 and 396 of the Turkish Commercial Code.

### 2. Operating Principles of the Board of Directors

The Board of Directors convenes as frequently as required to efficiently fulfill its duties. The Board operates in a transparent, accountable, fair and responsible manner, and while doing so it always considers the company's long-term interests.

The Members of the Board of Directors elect from among themselves, each year, a Chair to preside over the meetings and a Vice Chair to act in the absence of the Chair. The Chair of the Board determines the agenda of Board meetings in consultation with the other Board Members and the CEO. The finalized agenda and the content of the agenda items are delivered in writing to the Board Members by the General Secretariat at least one week in advance in the form of a meeting file, in order to enable them to conduct the necessary review and preparation. Matters included on the agenda are discussed openly and comprehensively during Board meetings. The Chair of the Board is obliged to use best efforts to ensure the effective participation of non-executive members in the meetings.

The meeting days and agenda are regulated by the Chairman or the Deputy Chairman.

The Board of Directors convenes as necessitated by company affairs upon the Chairman's or Deputy

Chairman's call for the meeting. The meeting date may be determined by the decision of the Board of Directors as well. In case the Chairman or the Deputy Chairman does not call the Board of Directors for the meeting upon the request of one of the Members, then the Members will be entitled to make a call for the meeting ex-officio.

The Board of Directors must convene at least four (4) times a year.

Unless one of the members makes a request for a meeting that will be held physically, the decisions of the Board of Directors can be taken by means of getting the written approvals of the other members for another member's proposal regarding a certain issue.

Meeting and decision quorums of the Board of Directors are subject to the provisions of the Turkish Commercial Code.

The Board of Directors of the Company held 7 physical meetings between 1 January 2025 and 31 December 2025. The participation rate of the Members of the Board of Directors at these meetings was 83%.

At the Board meetings, each member had 1 vote, and unanimous consent was sought while resolving matters and the Board always complied with Corporate Governance Principles. Attendance in person of the members without an excuse at the meetings of the Board of Directors was ensured. At the meetings held in 2025, no different opinion against the resolutions taken was expressed by the members of the Board of Directors and no comments were written down in the minutes. Additionally, there were no additional queries about the agenda items from the Board Members so no matter had materialized.

No opposite opinions were put forward against the resolutions reached by the Board Members at the Board meetings held in 2025.

## 2.1 Skill Matrix Principle of the Board of Directors

Members of the Board of Directors possess a diverse range of competencies, knowledge and experience strengthens the Board's functioning and benefits decision-making processes. The process of being nominated for the Board of Directors membership is not solely limited to gender equality in terms of diversity and inclusion. The Board of Directors of the Company evaluates the competencies of candidates by considering various factors, such as knowledge of the industry, management experience, knowledge of ESG matters, crisis management experience, and global and long-term thinking. Sabancı Holding has zero tolerance to any discrimination among candidates on grounds of gender, age, ethnicity, religion, language, race, etc., as indicated in its BoD Diversity Policy.

## 3. Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors

According to the Company's Articles of Association, the Board of Directors establishes sufficient number of Committees ("Committee") to fulfill the required tasks and responsibilities properly.

The responsibilities of the "Nomination Committee" and the "Remuneration Committee" as per Article 4.5.1 of the Communiqué are undertaken by the "Corporate Governance Committee." This Committee was renamed as the "Corporate Governance, Nomination and Remuneration Committee." Although care is taken to follow the recommendation of the Article 4.5.5 of the Communiqué, "It shall be noted that any member of the board of directors shall not have a duty in more than one committee," some of our Board Members can be a member in more than one committee due to business expertise in related areas.

## Corporate Governance, Nomination and Remuneration Committee

The Corporate Governance, Nomination and Remuneration Committee aims to ensure the continuity of a management approach that is grounded in ethical values; demonstrates a strong sense of responsibility toward internal and external stakeholders; maintains a high level of risk awareness; is transparent and accountable in decision-making processes; safeguards stakeholder interests; and pursues sustainable success.

The duty of this Committee is to make suggestions and recommendations to the Board of Directors with regard to establishing the corporate governance principles in line with the principles of the CMB or other internationally recognized Corporate Governance Principles.

The Corporate Governance, Nomination and Remuneration Committee consists of five members, including the Chair, appointed by the Board of Directors in line with the Corporate Governance Principles. The Chair of the Committee is appointed by the Company's Board of Directors from among the independent members.

Should the position of Chairman of the Committee become vacant for any reason, the Chairman of the Board assigns one of the Committee Members as temporary Chairman until the new Chairman is appointed at the next Board meeting.

The Corporate Governance, Nomination and Remuneration Committee ensures the implementation of the Corporate Governance Principles within the company, and if these principles are not implemented, the Committee makes suggestions for improvement to the Board of Directors. The Committee also oversees the activities of the Investor Relations Department. Alongside the determination of the principles and evaluation of the performance and remuneration of

the Board of Directors and Senior Executive Managers, the Committee submits the independent candidate member proposals to the Board of Directors by evaluating the independence qualifications of the candidates, also taking into account the candidates nominated by the management and the shareholders. The Independent Board Member Candidate submits a written declaration to the Corporate Governance, Nomination and Remuneration Committee at the time of nomination.

Full Name	Role	Nature of the Board of Directors Membership / Duty
Mehmet KAHYA	Committee Chairman	Independent Board Member
Suzan SABANCI	Committee Member	Non-Executive Committee Member
Serra SABANCI	Committee Member	Non-Executive Committee Member
Elçin Melisa Sabancı TAPAN	Committee Member	Non-Executive Committee Member
Erdem ERDOĞAN	Committee Member	Financial Affairs and Investor Relations Director

## Early Detection of Risk Committee

The Early Detection of Risk Committee was established in accordance with Article 378 of the Turkish Commercial Code (Law no. 6102) and the provisions of the Capital Markets Board's Communiqué on the Corporate Governance Principles.

The Committee performs activities with the purposes of early detection of any risk such as strategic, operational, financial, compliance etc. that may jeopardize the existence, development and continuity of the company, of taking necessary measures, implementing solutions and managing the risk.

The members of the Committee shall be determined by the Board of Directors of the Company and disclosed to the public. The Chairman of the Committee is appointed among independent members by the Board of Directors of the Company. In the Committee, there are maximum two Members

According to the bylaws, the Corporate Governance, Nomination and Remuneration Committee must convene 4 times at minimum annually. The Committee convened 4 times in 2025.

The members of the Corporate Governance, Nomination and Remuneration Committee determined in accordance with the decision of the Board of Directors of the company are as follows:

elected by the Company's Board of Directors except the President. The members of the Committee are preferably elected from among the non-executive Board Members.

Committee meetings are held at least six times a year, at a location deemed appropriate by the Chairman. The annual meeting schedule is determined by the Chairman of the Committee and communicated to all committee Members at the beginning of each year.

The term of office of the Committee Members is in parallel to the term of office of the Members of the company's Board of Directors. The Committee is re-established upon the election of the Members of the Board of Directors.

The Early Detection of Risk Committee convened 6 times in 2025.

The members of the Early Detection of Risk Committee determined in accordance with the decision of the Board of Directors of the company are as follows:

Full Name	Role	Nature of the Board of Directors Membership
Tayfun BAYAZIT	Committee Chairman	Independent Board Member
Suzan SABANCI	Committee Member	Non-Executive Committee Member
Serra SABANCI	Committee Member	Non-Executive Committee Member
Elçin Melisa Sabancı TAPAN	Committee Member	Non-Executive Committee Member

#### Audit Committee

The duty of the Audit Committee is to supervise the Company's accounting system, financial reporting, disclosure of financial statements, progress and effectiveness of independent audit and internal control systems, on behalf of the Company's Board of Directors. The Audit Committee reports its activities, evaluations and suggestions with respect to its duties and area of responsibility to the Board of Directors in writing.

The Chairman and the Members of the Audit Committee are appointed by the Board of Directors from among the Independent Members.

The Audit Committee held 4 meetings in 2025 and the main agenda items were the review of the independent audit report and the examination of the presentations of the Audit Department.

The members of the Audit Committee determined in accordance with the decision of the Board of Directors of the company are as follows:

Full Name	Role	Nature of the Board of Directors Membership
Hüseyin GELİS	Committee Chairman	Independent Board Member
Tayfun BAYAZIT	Committee Member	Independent Board Member

#### Sustainability Committee

The Board Sustainability Committee plays a significant role in supporting the Board of Directors by monitoring local and international sustainability-related developments and guiding the Executive Committee. It oversees transparency and sustainability reporting, policy formulation, and ESG issues, ensuring alignment with stakeholder expectations.

The Sustainability Committee comprises a Rapporteur and maximum three members including the Chair who are appointed by Sabancı Holding Board of Directors.

The Chair of the Committee is selected among the independent Board Members and appointed by the Sabancı Holding Board of Directors. The Committee meets in ordinary session at least twice a year.

The Board Sustainability Committee convened 2 times in 2025.

The Committee, in coordination with Sabancı Holding's Human Capital and Sustainability Group Presidency, monitors the following activities which are under the responsibility of other Management functions

related with the Sustainability Leadership Committee, follows up developments and performance, provides guidance for improvement to Holding Management in case of need. The Committee also briefs the Board of Directors and makes suggestions as needed. Sustainability topics are as follows:

#### a) Sustainability Governance

- Structure and functioning of sustainability governance which was established to implement sustainability initiatives in accordance with expectations of internal and external stakeholders,
- Treating all risks which may arise in environmental and social issues, and which may transform into financial risks at times, including reputation risks, with the coordination of the Early Detection of Risk Committee (EDRC),
- Having the necessary knowledge level to comply with all local and international developments to execute managerial duties of Sabancı Holding executive level in sustainability areas,

#### b) Sustainability Performance

- Keeping performance indicators and targets of Sabancı Group up-to-date,

#### c) Transparency

- Disclosure of the Sustainability Report and environmental and social performance on the Investor Relations web site or other platforms suggested by the Human Capital and Sustainability Group Presidency.

#### d) Policies

- Establishment of environmental and social policies, which should be treated at the Board of Directors level, primarily Responsible Investment principles, and updating of current policies.

The members of the Board Sustainability Committee determined in accordance with the decision of the Board of Directors of the company are as follows:

Full Name	Role	Nature of the Board of Directors Membership
Hüseyin GELİS	Committee Chairman	Independent Board Member
Mehmet KAHYA	Committee Member	Independent Board Member
Tayfun BAYAZIT	Committee Member	Independent Board Member

#### 4. Risk Management and Internal Control Mechanism

Sabancı Group holds the position that every risk brings an opportunity and considers that "sustainable growth" may be achieved by effectively identifying, measuring, and managing risks. The Group places great importance on risk management in order to "create value for its stakeholders," which is a crucial part of its mission. As one of Türkiye's leading institutions, Sabancı Group continues to implement a defined risk management system throughout the Group with its strong risk management infrastructure.

To maximize the value created for Sabancı Group stakeholders and ensure the sustainability of the

Group, Sabancı Group ensures the early detection, measurement, and continuous and effective monitoring of risks with a corporate risk management approach.

At Sabancı Group, risk is seen as a concept that incorporates opportunities as well as threats and corporate risk management is applied as a continuous and systematic process in all Group companies to manage these risks most efficiently. Efforts are being made to cultivate the risk culture throughout the Group, and assurance is provided to ensure that the right activity is carried out taking the right amount of risk. The risks faced by the Group companies are monitored

via Key Risk Indicators (KRI) determined by Sabancı Holding and Group companies. These indicators are continuously monitored and periodically reported. The necessary actions to manage the risks indicated by the Main Risk Indicators are taken by the Group companies under the coordination of Sabancı Holding.

Risk management is carried out in accordance with risk appetite levels/attitudes determined in various breakdowns using quantitative and qualitative measurement metrics. Prioritized in terms of significance and impact, the risks are maintained within the tolerance limits and confidence intervals determined numerically by modeling studies. Risks prioritized in accordance with the strategic and financial targets determined by the Group are handled within the frame of the risk management strategies, determined as risk avoidance, risk transfer, risk reduction and risk acceptance. Corporate Risk Management is carried out in breakdowns such as deciding and following up on mitigation actions, determining action responsibilities, and making cost-benefit analyses for action plans. Risk study results are evaluated periodically by the Holding Board of Directors, the Early Detection of Risk Committee and the Holding's senior management.

Ceaselessly continuing to create shareholder value in 2025 owing to the importance it attaches to risk management, Sabancı Group displayed a sustainable growth performance. Sabancı Group remains committed to managing potential risks across all business lines in 2026 thanks to its strong capital and effective management understanding.

Similarly, the Internal Control Mechanism has been available since the company was established. At Sabancı Group companies operating in non-financial industries, corporate risk management is carried out by executives responsible for the relevant process and activities and the senior management of the companies under the supervision of the relevant Boards of Directors and their affiliated risk committees.

Companies identify the risks they may encounter and prioritize them according to the probability of the risks and the size of the losses they may cause. Prioritized risks are monitored by the Company Management, the Early Detection of Risk Committee and the Company's Board of Directors with periodic reports. Risk management processes, including the measures that will be taken accordingly, are decided, and the implementation and results of these processes are monitored. The management of the financial, strategic, operational, and compliance risks of Group subsidiaries is carried out through Sabancı Holding's relevant units responsible for the nature of the risk, under the guidance and supervision of the Risk Management Directorate.

#### 5. Company's Strategic Goals

Having determined the vision and the mission of the company, the Board of Directors incorporated them in writing in the Integrated annual report and announced them to the public on the company's website, [www.sabanci.com](http://www.sabanci.com). The Company's long-term strategies are built on these principles.

The Board of Directors, together with the CEO and Executive Committee, sets three-year strategic goals which are updated each year. Whether the targets are achieved or not are monitored by executive reports prepared at the end of each month. Whether the Company achieved its targets or not constitutes the basis for performance evaluation at the end of the year.

#### 6. Financial Rights

Pursuant to the Company's Articles of Association, the General Assembly determines the attendance fees, remuneration, bonuses and premiums to be paid to the Chairman and members of the Board of Directors. Payments made to senior executives are disclosed to the public in the notes to our financial statements.

In 2025, the Company did not lend any money or extend any credit to the Board Members; did not extend the maturity or improve the terms and

conditions of existing debts or credits; did not extend any individual loan through third persons, or did not offer guarantees.

### SECTION III – SUSTAINABILITY

#### 1. Sustainability Approach

Sabancı Holding integrates sustainability principles at the core of its business and ensures compliance with the regulations and ethical rules on environmental, social, governance and business practices. The Company supports and respects international human rights.

#### 2. Compliance with Sustainability Principles

Aiming for full compliance with the Sustainability Principles Compliance Framework, compiled in line with the amendment dated 02.10.2020 in the Corporate Governance Communiqué of the Capital Markets Board, Sabancı Holding achieved a significant level of compliance thanks to efforts made in this field by the Holding and the Group companies.

Sabancı Holding's environmental leadership was further recognized through a CDP Double A rating in Climate Change and Water Security. In addition, nine Group companies were included in the CDP Global A List, with several achieving Double A or Triple A scores, including in Forests, highlighting the Group's consistent approach to environmental stewardship across its portfolio.

In 2025, Sabancı Holding maintained its AA rating in the MSCI ESG Ratings, demonstrating consistency in its ESG risk management and reporting practices.

Sabancı Holding's performance in the LSEG ESG Ratings was rated A (Excellent), reflecting its leading disclosure quality among more than 100 investment holding companies globally.

For the third consecutive year, Sabancı Holding was included in the S&P Global Sustainability Yearbook, recognizing the strength and depth of its sustainability strategy at the global level.

Sabancı Holding's leadership position was further reaffirmed within Türkiye's capital markets. The Holding continued to be part of the Borsa Istanbul Sustainability 25 Index (XSD25), which highlights Türkiye's leading companies in both sustainability performance and market liquidity.

Following the promulgation of the Sustainability Principles Compliance Framework in 2020 for the first time by CMB, a world-class sustainability compliance standard has been adopted in Türkiye. This year, Sabancı Holding fully complied with 48 out of a total of 50 discretionary principles and partially complied with 1 principle and the remaining principle was deemed not relevant.

Sabancı Holding's compliance with the Sustainability Principles in 2025 is summarized in the table below:

2025 Sustainability Compliance Report, which shows the compliance status of Sabancı Group with the principles in the Sustainability Principles Compliance Framework of CMB is made available to the public. The report is also available on the [Integrated Annual Report 2025 website](#) under the ["Download Center"](#).

Type	Full Compliance	Partial Compliance	Non-Compliance	Not Relevant
General	10	-	-	-
Environment	22	1	-	-
Social	14	-	-	1
Corporate Governance	2	-	-	-
<b>Total</b>	<b>48</b>	<b>1</b>	<b>-</b>	<b>1</b>