



TÜRK TUBORG

Bira ve Malt Sanayii A.Ş.

Board of Directors' Report for the period 1 January - 31 December 2022



CONVENIENCE TRANSLATION OF INDEPENDENT AUDITOR'S REPORT ON THE MANAGEMENT'S ANNUAL REPORT ORIGINALLY ISSUED IN TURKISH

INDEPENDENT AUDITOR'S REPORT ON THE MANAGEMENT'S ANNUAL REPORT

To the General Assembly of Türk Tuborg Bira ve Malt Sanayii A.Ş.

1. Opinion

As we have audited the full set consolidated financial statements of Türk Tuborg Bira ve Malt Sanayii A.Ş. ("the Company") and its subsidiaries ("the Group") for the period between 1 January 2022 – 31 December 2022, we have also audited the annual report for the same period.

In our opinion, the consolidated financial information provided in the Management's annual report and the Management's discussions on the Group's financial performance, are fairly presented in all material respects, and are consistent with the full set audited consolidated financial statements and the information obtained from our audit.

2. Basis for Opinion

We conducted our audit in accordance with the standards on auditing issued by Capital Markets Board and the Standards on Independent Auditing ("SIA") which is a part of Turkish Auditing Standards published by the Public Oversight Accounting and Auditing Standards Authority ("POA"). Our responsibility is disclosed under Responsibilities of the Independent Auditor on the Independent Audit of the Annual Report in detail. We declare that we are independent from the Group in accordance with the Code of Ethics for Independent Auditors ("Code of Ethics") issued by POA and ethical provisions stated in the regulation of audit. We have fulfilled other responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3. Our Audit Opinion on the Full Set Consolidated Financial Statements

We have presented unqualified opinion for the Group's full set consolidated financial statements for the period between 1 January 2022 – 31 December 2022 in our Auditor's Report dated 13 March 2023.

4. Board of Director's Responsibility for the Annual Report

The Group's Management is responsible for the following in accordance with Article 514 and 516 of the Turkish Commercial Code No. 6102 ("TCC") and "Communiqué on Principles of Financial Reporting in Capital Markets" with No.14.1 of the Capital Markets Board ("the Communiqué"):

- a) Preparing the annual report within the three months following the reporting date and presenting it to the General Assembly,
- b) Preparing the annual report with all respects of the Group's flow of operations for that year and the Group's consolidated financial performance accurately, completely, directly and fairly. In this report, the consolidated financial position is assessed in accordance with the consolidated financial statements. The Group's development and risks that the Group may probably face are also pointed out in this report. The Board of Director's evaluation on those matters are also stated in this report.
- c) The annual report also includes the matters stated below:
 - The significant events occurred in the Group's activities subsequent to the financial year ends,
 - The Group's research and development activities,
 - The compensation paid to key management personnel and members of Board of Directors including financial benefits such as salaries, bonuses and premiums, allowances, travelling, accommodation and representation expenses, in cash and kind facilities, insurances and other similar guarantees.

The Board of Directors also considers the secondary regulations prepared by the Ministry of Trade and related institutions while preparing the annual report.

5. Independent Auditor's Responsibility in the Audit of the Annual Report

Our aim is to express an opinion and prepare a report about whether the Management's discussions and consolidated financial information in the annual report within the scope of the provisions of the TCC and the Communiqué are fairly presented and consistent with the information obtained from our audit.

We conducted our audit in accordance with the standards on auditing issued by Capital Markets Board and the SIA. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Management's discussions on the Group's financial performance, are fairly presented in all material respects, and are consistent with the full set audited consolidated financial statements and the information obtained from our audit.

The engagement partner on the audit resulting in this independent auditor's report is Özgür Öney.

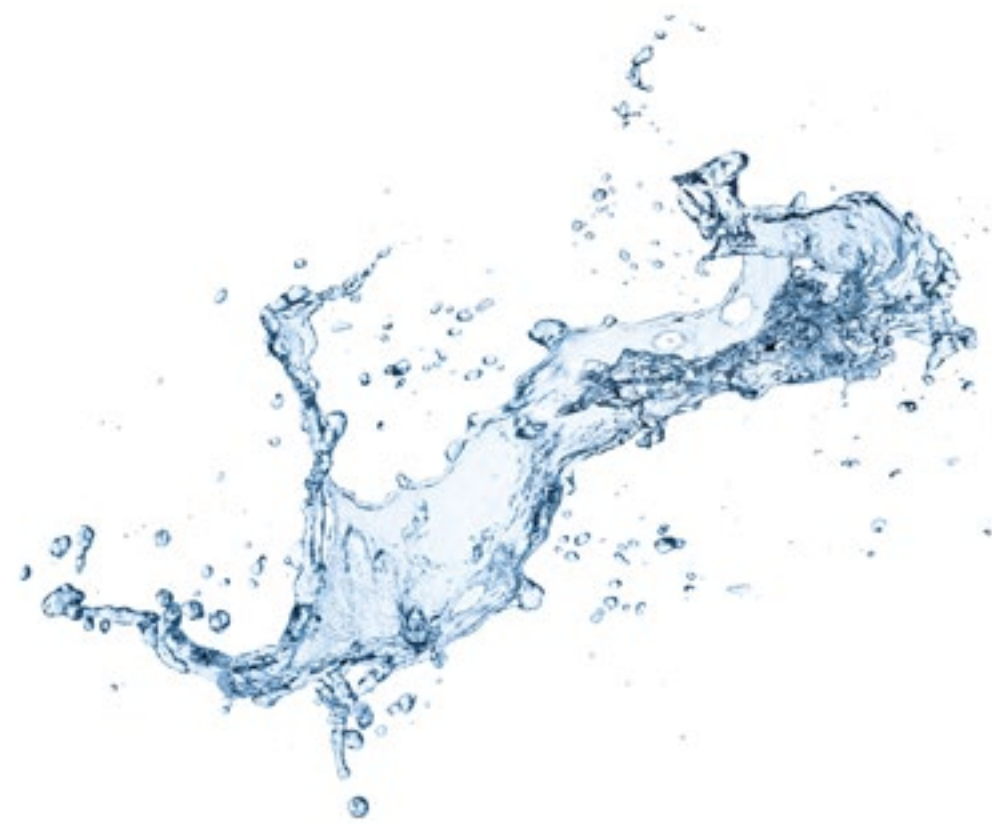
DRT BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş.
Member of DELOITTE TOUCHE TOHMATSU LIMITED

Özgür Öney, SMMM
Partner
İzmir, 13 March 2023



QUALITY

“We aim to produce and present the highest quality beers in Turkey. In addition, we aim to ensure that all our customers perceive this difference as well as maintaining and improving our quality. Quality is our way of doing business, because quality is the way to success.”



HONESTY AND SINCERITY

“We are committed to being honest, fair, transparent and responsible to ourselves, our business partners and the community. We stand behind our promise and act consistently.”

VALUES OF TÜRK TUBORG



MAKING A DIFFERENCE

“We know we can always do better with our open ideas, creative solutions and the power of diversity. This is how we make a difference.”



COLLABORATION

“The value, trust and respect we attach to our business partners is the foundation of our collaboration. We think together, we act together.”





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BOARD OF DIRECTORS' MESSAGE

As Türk Tuborg, we feel a deep sadness due to the destructive earthquakes and casualties which we experienced on 6th of February and which affected millions of our citizens in 10 provinces and caused all of us to be overwhelmed with pain. Therefore, we give our condolences to all citizens who have lost their families and relatives and wish all injured citizens to recover as soon as possible. To know that any of our employees working in the earthquake region have not lost their lives is a consolation but we would also like to state that we are very sorry for all our employees and business partners who have lost their families and beloved ones.

Being a strong believer in the necessity of solidarity, we keep performing our social aid efforts with the support from our employees and volunteer teams, which we have started from the very early hours of the earthquake by working in close coordination with the authorities and municipalities. It is our greatest wish to support those who are affected by such a devastating disaster and be able to help to some extent.

The pandemic which has been affecting our lives since 2020 continued with much reduced impact in 2022 and the careful maintenance of some measures which we took, enabled us to spend a trouble-free year on the matter.

While maintaining our care for the health and safety of all our employees, we also took further care for our employees not to suffer from the high inflations rates observed in 2022.

Same as it ever was, as a company being conscious of its responsibility and duty for the Turkish economy and for our consumers, we did not ever make any sacrifice of carrying on our business in the most accurate and complete manner and we also kept focusing on our social support areas while our operations were continuing in an uninterrupted manner as planned.

The fact that the inflation rate ran higher and the currency rate movements caused pressure on the production costs in 2022. Despite all these compelling economic conditions, our consolidated net sales increased approximately by 116% and reached TL 7.956 million and our consolidated net profit increased to TL 2.029 million in 2022.

We also had an active year in terms of marketing and launched a total of four new products to the market, two of them being limited editions. Tuborg Summer Time, Carlsberg Luna, Tuborg Wave and Tuborg Winter Time, which were launched to the market for the first time in 2022 were welcomed by the consumers.

We kept selling our superpremium beers branded Guinness, Weihenstephan, Kronenbourg Blanc, Grimbergen, Kilkenny, Sol and Desperados, which were imported within the scope of our variety project "Türk Tuborg Brewmaster" in order to be the pioneer company offering diverse and high quality varieties to the market besides our superior quality of beer production getting affirmative sales results.

We also obtained successful market results with the world-famous Aperol, Campari and Cinzano Prosecco brands in the "Aperitive" category in cooperation with the Italian giant Campari.

Moreover, under the brand name Frederik we kept selling five different products (Marzen Lager, India Pale Ale, Brown Ale, Wheat IPA and Yakima), which we ourselves created in order to maintain our leadership in quality and continued our investments in the product quality in 2022 as well and as a result of all the ongoing high quality executions, our Carlsberg and Tuborg brands maintained their places at the top of the list in the international product tests performed among all Carlsberg producers in 2022 as well.

As a result of all these works, we achieved a net profit of TL 2.029 million for our operations during 2022.

We would like to thank our partners, dealers, customers, employees and all our other stakeholders who have supported us since our foundation. We wish the year 2023 shall bring success to our company, partners, customers and employees.

ABOUT TUBORG

Türk Tuborg Bira and Malt Sanayii A.Ş. (Türk Tuborg) has been producing beer and malt at its facilities located in Pınarbaşı, İzmir since 1969. In addition to production, it continues the distributorship activities of imported beer.

Türk Tuborg has become one of the biggest players in the Turkish beer market with international partnership with Carlsberg which has a striking history in all categories and is the third biggest beer producer in the world.

In addition to being one of the major players in the Turkish beer market, Türk Tuborg has continued its export tradition for many years. With its export experience reaching 6 continents and 83 countries, Türk Tuborg has been contributing to Turkish Foreign Trade for years through leading export markets such as Iraq where it is the market leader, along with England, Canada, Germany and the Turkish Republic of Northern Cyprus. Türk Tuborg manufactures and exports different formulas and recipes according to the demands, in accordance with the regulations of the country of export.

Türk Tuborg has hosted many “firsts” in Turkey. With its quality-driven structure and dedication to traditional brewing techniques, Türk Tuborg approaches beer production not merely as a source of income, but rather as an art, one worthy of care and admiration. At the core of this belief lies a commitment to producing exemplary products, constantly improving production quality and techniques, and striving for perfection.

Türk Tuborg carries out all necessary raw material, input material, microbiology, semi-product and finished product controls in line with its superior quality approach with its expert staff in the laboratories established within its structure. In the analysis process, state-of-the-art devices and systems are used and data accuracy is supported by external laboratory analyses. Türk Tuborg produces beer at world standards in this integrated factory in İzmir.

With a production capacity of 36.000 tons of malt and approximately 579 million liters of beer; Türk Tuborg is the only brewery where malting and bottling are performed all together in Turkey.

Products produced by Türk Tuborg are sold through direct sales organization and dealers all over Turkey by its subsidiary Tuborg Pazarlama A.Ş. Weihenstephan, Weihenstephan Vitus, Kilkenny, Guinness, Frederik, Kronenbourg Blanc, Grimbergen Double Ambree, Grimbergen Blonde, Sol and Desperados brands are positioned within the superpremium beer segment; Tuborg Gold, Tuborg Filtresiz, Tuborg Amber, Tuborg Summer Time, Tuborg Special, Tuborg Wave, Tuborg Winter, Carlsberg and Carlsberg Luna brands are positioned within the standard segment; Skol, Troy and Venus brands are positioned at the economic beer segment; Campari, Aperol and Cinzano Prosecco brands are positioned within the aperitif segment in 2022.



TÜRK TUBORG
brands produced in
our factory:

TUBORG

(GOLD, FİLTRESİZ, AMBER, SUMMER TIME,
SPECIAL, SPECIAL SHOT, WAVE, WINTER)

Carlsberg

Carlsberg LUNA

FREDERIK

SKOL

Troy

VENÜS



The imported brands:

SOL

Weihenstephan

GUINNESS

Kronenbourg 1664 Blanc

KILKENNY

DESPERADOS

GRIMBERGEN

CAMPARI

APEROL

CINZANO PROSECCO

THE GERMAN PURITY LAW

Munich Technical University Weihenstephan Brewing and Food Quality Research Center which is an independent, unbiased and competent authority has approved and certified the quality of our products and the fact that they are produced in compliance with German Beer Purity Law.

According to the German Purity Law, all raw materials used in beer production must be of natural, pure and high-quality standards. At the same time, traditional methods that maintain purity at every stage of the production process should be used. Production should be done with only four raw materials (Water, 100% Malt, Hops, and Yeast) without adding any additives.

Rice, sugar, sugar syrup, glucose, fructose, corn, external enzyme or preservative are not added at any stage of production. No substance that is genetically engineered, hormonal, chemically treated or of low quality is used.

With its increasing production demand, Türk Tuborg makes many new investments to maintain the 100% quality understanding and meet the demand. In 2019; new stock tanks for malts, which are the raw material of beer and produced from carefully selected barley, a new fermentation facility where these malts meet with water and are processed with care, new fermentation tanks to offer quality taste were put into use. Moreover with these investments made with 100% quality understanding and environmental awareness; an increase in production capacity and high-energy efficiency are targeted. In addition, thanks to the recycling facilities it has established, Türk Tuborg can reuse the by-products and waste from the production process. As a result of all these efforts, Türk Tuborg reduces the environmental impact and contributes for a sustainable future.





TSE Covid-19 Safe Production

As Türk Tuborg A.Ş., we have taken another important step in our 100% quality journey that we have been leading for years thanks to the measures and hygiene conditions we have put in place against the Coronavirus, "and we have become the first enterprise in our sector to receive the TSE Covid-19 Safe Production Certificate."



As Türk Tuborg, we see the health of our consumers, employees and business partners as our primary duty and the continuity of our usual production "with Tuborg quality" as our social responsibility. Therefore we take all necessary measures against the Covid-19 pandemic and strictly implement them under the guidance of the T.C. Ministry of Health and all related institutions.

As usual, Türk Tuborg carries out all its processes in the brewery independent from human factor and untouched by human hands.

Production Processes:

- Temperature check at brewery and office entrances,
- Disinfection of all work areas after each shift,
- Recyclable bottles always undergo a special washing technique at 85 degrees before bottling; and they are pasteurized at high temperatures after bottling,
- Can products continue to be protected through "Clean Cap" technology which has been used for years; aluminum foil covers are applied without human touch through heat during production processes to preserve hygiene of the outer surface of cans until they reach the end-customer.

Work Environments:

- In order to minimize social risk and protect the health of our employees, switching to home office work for the employees who can continue to work independent from their location; , maintaining safe social distance for the employees who continue their duties in the work environment.
- Increasing the number of dressing rooms, with UVC air sterilization; isolating the environment from all kinds of viruses and bacteria, including Covid-19.
- Providing all the necessary materials for our field teams, renewing gloves, masks and visors at each visit,
- Our healthcare team is available 24/7,
- Setting mealtime periods in the refectory, making various arrangements for refectory to be hygienic, setting a new seating arrangement for service vehicles, Türk Tuborg has taken another important step in the 100% Quality Journey that it has been leading for years and has been first enterprise to receive "TSE Covid-19 Safe Production Certificate" in its sector.

GENERAL INFORMATION

Incorporated with the partnership of Tuborg Breweries Ltd. of Denmark in 1969, Türk Tuborg has always been a leading firm introducing innovations to the brewing market during its history that dated back more than 50 years as well as being the very first private beer producer in Turkey.

Shares representing 95,69% of the total issued share capital of the Company, and shares corresponding to 0,067% of the total share capital of Tuborg Pazarlama A.Ş. were transferred by Carlsberg Breweries A/S to International Beer Breweries Ltd. as of 23 October 2008. The Board of Directors of Türk Tuborg will continue to evaluate opportunities to increase the free float in order to foster share liquidity.

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Web site: www.turktuborg.com.tr

Trade Registry Number:

30108-K-306

Number of Employees:

Average number of people employed by Türk Tuborg and its subsidiary Tuborg Pazarlama A.Ş. is 1.593 in the period of 1 January - 31 December 2022.

Independent Auditor and Period to Serve:

DRT Bağımsız Denetim ve SMMM A.Ş./01.01.2022 - 31.12.2022

Information about Special Audit and Public Audit in the Current Period:

Following the regular audits performed in 2022 by several legal authorities, no major legal notification was submitted to our company.

Information about donations and grants:

Total amount of donations made in 2022 is TL 54 thousands.

Information on lawsuits whose outcome would be capable of significantly affecting either the company's financial position or the conduct of its business:

There is no significant lawsuit filed against the company. Additionally, no administrative or judicial sanctions have been imposed on the Company and the members of the Board of Directors due to violation of any regulation.

Information concerning the report on transactions with the parent company and its affiliates in accordance with the article 199 of TCC:

According to the report prepared by the Board of Directors concerning the transactions with the parent company and its affiliates in accordance with article 199 of TCC, a counter action has always been provided appropriately for operations conducted with the parent company and its affiliates between 01.01.2022-31.12.2022, in accordance with the situation and conditions known to us at the moment when such operations are performed or measures are taken or refrained to be taken; there are no measures taken or refrained from being taken which are likely to damage the company; and there are no operations or measures to require settlement under this framework.

CAPITAL AND SHAREHOLDER STRUCTURE

Capital Structure:

	Thousands TL	%
International Beer Breweries Ltd. ("IBBL")	308.597	95,69
Public Quotation	13.911	4,31
	322.508	100,00

Registered Capital: TL 500.000 thousands Issued

Capital: TL 322.508 thousands

Number of shareholders: Approximately 6.000

Direct or Indirect Affiliates of the Company and its Shares:

Subsidiary	Tuborg Pazarlama A.Ş.
Share Capital of Subsidiary	TL 139.000 thousands
Nature of Operations of Subsidiary	Sales, marketing and distribution of beer and soft drinks
Amount of Investment to Subsidiary	TL 138.997 thousands
Participation Rate to Subsidiary	99,99%

Affiliates:

Desa Enerji Elektrik Üretim A.Ş.

Share Capital of Investment	TL 23.200 thousands
Nature of Operations of Investment	Electricity generation
Amount of Investment	TL 939 thousands
Participation Rate to Investment	4,05%

Bintur Turizm ve Catering Hizmetleri Tic. A.Ş.

Share Capital of Investment	TL 240 thousands
Nature of Operations of Investment	Tourism and catering services
Amount of Investment	TL 3,2 thousands
Participation Rate to Investment	1,33%

FINANCIAL INFORMATION

The consolidated financial statements of our Company at 31 December 2022 which have been prepared in compliance with the Capital Market Board regulations are provided with this report. Our efforts of managing the financial debts, cash and equivalents of the Company while seeking optimal financial costs and returns have continued during the year.

The funding sources of the Company include equity and available credit lines. The Company is exposed to various risks including debt and capital market price changes, exchange rate and interest rate changes. The entire risk management programme focuses on the unpredictability of financial markets and targets minimizing the potential negative effects of this unpredictability on the financial performance of the Company.

Studies have been executed through creating a risk inventory about all the activities of the Company which aim to place necessary actions.

Total assets are amounted to TL 8.757 million at the end of 2022 whereas TL 4.770 million as at December 2021, gross profit of the Company was amounted to TL 3.791 million with an increase of approximately 102% compared to the same period of last year.

The last excise duty increase took place on 27 May 2022 and the excise duty of one hectolitre of beer with 5% abv has risen up to TL 2.204,8.

Share Tag

Company Name	Türk Tuborg Bira ve Malt Sanayii A.Ş.
Market	Pre-market trading platform
Traded Stock Exchange	Borsa İstanbul (BIST)
Exchange Code	TBORG

Bank Loans:

	31.12.2022 (Thousands TL)	31.12.2021 (Thousands TL)
I- Current Bank Loans	854.676	5.303
-Current bank loans	854.676	5.303
-Short-term portion of long-term bank loans	-	-
II- Long-term Bank Loans	-	-
Total Bank Loans	854.676	5.303

Basic Ratios:

%	31.12.2022	31.12.2021
Current Ratio	1,32	1,87
Acid Test Ratio	0,96	1,53
Profitability Ratio	0,26	0,33
Asset Turnover	1,21	0,77
Debt Ratio	0,11	0,63
Return on Assets	0,23	0,25
Product Inventory Turnover	12,80	9,13

Comparative Schedule Related to Financial Position:

Thousands TL	31.12.2022	31.12.2021
Net Sales	7.955.593	3.674.862
Gross Profit	3.791.335	1.878.102
Operating Profit	1.681.288	912.565
EBITDA	2.241.883	1.269.510
Net income	2.028.733	1.204.233
EBITDA Margin	28%	35%
Net Profit Margin	26%	33%

Remunerations for Board of Directors and top management are defined in line with our compensation policy announced in the corporate website. Accordingly, the total benefit provided to the senior executives for the period of 1 January - 31 December 2022 is TL 91.954 thousands.

Capital Investments:

The Company has no research and development activities. The summary of construction in progress line item in 2022 are as follows:

- Auxiliary facilities, malt plant investments and other miscellaneous investments.

**BOARD OF
DIRECTORS AND
TOP MANAGEMENT**





Aran Ernest Oelsner Chairman of the Board

Graduated from the industrial engineering department and holds a master's degree in Business administration. Aran joined the CBC Group in 1993 as an industrial engineer and moved on to various sales positions for 14 years after which he became the CBC Group Sales Director. In 2007, he was appointed CEO of Tara dairy and in 2016, he began his new position as the CBC Group CEO of International Operations.

Joav Asher Nachshon Deputy Chairman of the Board

Graduated from economics and accounting department and holds master's degree in business administration. Joined CBC group in 1998 as group CFO after serving as responsible partner at an auditing company (Deloitte). Serves as CBC group vice chairman and chief finance officer since 2002.

Damla Tolga Birol Board Member

Damla Tolga Birol graduated from Boğaziçi University business administration department in 1986 and completed her MBA at Indiana University in 1989. She served as marketing consultant in many companies after working in managerial positions at Procter & Gamble and Emsan Holding respectively. Damla Tolga Birol who joined Türk Tuborg in March 2003 as Marketing Vice President was promoted as Sales and Marketing Vice President in March 2005. After serving as Deputy CEO and Sales and Marketing Vice President between October 2005 and December 2006, she has been serving as CEO since January 2007.

Timur Gökmeral Board Member

Timur Gökmeral has nearly 30 years of managerial experience in the fields of finance, FMCG products and alcoholic beverages. He completed his undergraduate degree in the department of Economy at Boğaziçi University and a master's degree in business administration at Cleveland State University. After working in the banking industry for a short while, he later worked at Unilever Turkey and Unilever Czech Republic in managerial positions covering Information Management Projects, logistics, procurement and mostly in financial affairs. Timur Gökmeral joined Türk Tuborg as Vice President in charge of Finance (CFO) in October 2004 and is currently also in charge of information technologies and legal affairs.

Metin Zavaro Independent Board Member

Graduated from Koç University business administration and holds a master's degree in business administration from the University of Mc Master. Started his career at TNS Infratest as quantitative research analyst. Serves at Universal Textile and Sourcing Agency as executive responsible from sales and marketing operations in Europe while being a company partner at the same time. Since 2014 serves as founding partner at Bonobo Teknoloji Çözümleri.

Tülin Karabük Independent Board Member

Graduated from Boğaziçi University business management and holds a master's degree in business administration from the University of Wales. Started her career at Eczacıbaşı Group as regional executive of Eastern Europe, she served as vice general manager responsible for sales and marketing, vice general manager responsible for investments at 3M, KVK Mobil Telekom and Turkcell followingly. She also served as member and chairman of the board of directors of group companies. Afterwards, she worked for Arçelik as the deputy general manager responsible for global marketing for 9 years. Serves as an independent board member at Metair Akü Holding in Metair Investments since 2017. She is also an angel investor and management consultant.

Türk Tuborg Board of Directors and Working Principles:

The members of the Board of Directors and the executives perform their duties in a fair, transparent, accountable and responsible manner. In order to achieve this goal, the principles of the powers and responsibilities of the Board of Directors are regulated in the articles of incorporation of the Company and as well as the imperative provisions of the Turkish Commercial Code ("TCC").

Türk Tuborg Board memberships were approved at the General Assembly meeting on 06.10.2021.

The Board of Directors exercises its powers and responsibilities and represents the Company under the legislation, articles of incorporation, company regulations and policies in accordance with the authorisation as granted by the shareholders in the General Assembly meeting. Board of Directors met 10 times, Audit Committee met 4 times and Early Determination of Risk Committee met 6 times in the period 1 January - 31 December 2022.

Independent members of the Board of Directors have declared their independence in accordance with Corporate Governance Communique as of 15 April 2021.

It has been decided at General Assembly meeting in 2022 that a yearly gross attendance fee of USD 10.000 be paid for each Independent Board Member and no payment to be made to other members of the Board of Directors.

Türk Tuborg Top Management

Senior executives of the Executive Board are responsible for executive duties at Türk Tuborg.

Chief Executive Officer, Vice President of Finance, Vice President of Supply Chain, Vice President of Sales, Vice President of Marketing, Vice President of Human Resources, Vice President of Export. All managers have high education and work experience required by their duties.

Remunerations for Board of Directors and top management are defined in line with our compensation policy announced in the corporate website. Accordingly, the total benefit provided to the senior executives for the period of 1 January - 31 December 2022 is TL 91.954 thousands.

Damla Tolga BİROL	Chief Executive Officer
Timur GÖKMERAL	Vice President of Finance
Murat AKGÜN	Vice President of Supply Chain
Onur Fırat BAYKAL	Vice President of Sales
Nilüfer REİSOĞLU	Vice President of Marketing
Ayşe GÜVENÇ	Vice President of Human Resources
Burak ERTÜZÜN	Vice President of Export

Compliance Statement for Corporate Governance Principles

The "Corporate Governance Compliance Report" showing the compliance of our Company to voluntary principles of Corporate Governance Principles and our "Corporate Governance Information Form" providing information on our current corporate governance practices were published on the Public Disclosure Platform on 11.03.2022 as per decision dated 10.01.2019 with number 2/49 of the Capital Markets Board. Our Corporate Governance Compliance Report and the Corporate Governance Information form are accessible at

<https://www.kap.org.tr/tr/sirket-bilgileri/ozet/1088-turk-tuborg-bira-ve-malt-sanayii-a-s> internet address, through "Corporate Governance" section at company summary page.

GENERAL ASSEMBLY MEETINGS

2021 Ordinary General Assembly Meeting of Türk Tuborg Bira ve Malt Sanayii Anonim Şirketi convened on 6 July 2022 at Company's headquarters.

The total number of shares and voting rights reflecting the capital structure of the Company are specified in the information document, as of 8 June 2022, the date of decision of the Board of Directors regarding the General Assembly Meeting, it was announced through the corporate website and the Public Disclosure Platform.

The Board of Directors 'Annual Report, Independent Audit Report, Balance Sheet and Income Statement for 2021 were presented to the shareholders' information on the corporate website, in the electronic general assembly system and at the Company headquarters.

In the General Assembly agenda, each proposal was organized with a separate title, and the agenda titles were open and did not cause a different interpretation. There are no expressions such as "other" and "various" on the agenda.

VOTING RIGHTS AND MINORITY RIGHTS

According to the articles of association of the company, the shareholders or their proxies present in the Ordinary and Extraordinary General Assembly meetings have one vote for each share, and there are no privileges regarding the vote or dividend.

The Company avoids practices that make it difficult for the shareholders to exercise their voting rights. Minority shares are applied in line with the definition specified in the TCC and have not been determined less than one twentieth of the capital by the articles of association.

DIVIDEND RIGHTS AND DIVIDEND POLICY

There is no privilege as to dividends. The policy of the Company concerning dividend distribution is to distribute the profit considering its medium and long-term strategies, financial situation, the investments and financial plans, other fund requirements, market conditions, economic environment, Capital Market legislations and Turkish Commercial Code.

In the event that distributable profit is available in accordance with relevant regulation, the dividend distribution resolution to be taken by the Board of Directors in the form of cash and/or shares and/or installments as long as the amount is not below than 20% of the distributable profit within the frame of the provisions of Capital Market legislation and Turkish Commercial Code shall be submitted to the approval of General Assembly; and the distribution shall be completed within legal terms.

A consistent policy shall be followed regarding the benefits of the shareholders' versus the Company's benefits in the application of Dividend Distribution Policy. When no profit is distributed, the Board of Directors shall inform the shareholders at General Assembly meeting about the reasons for not distributing profit and how the undistributed profits would be allocated.

The articles of association of the company contains a provision concerning the dividend advance. Exercising the power to pay advances is evaluated within the framework of the current legislation and economic environment by the board of directors.

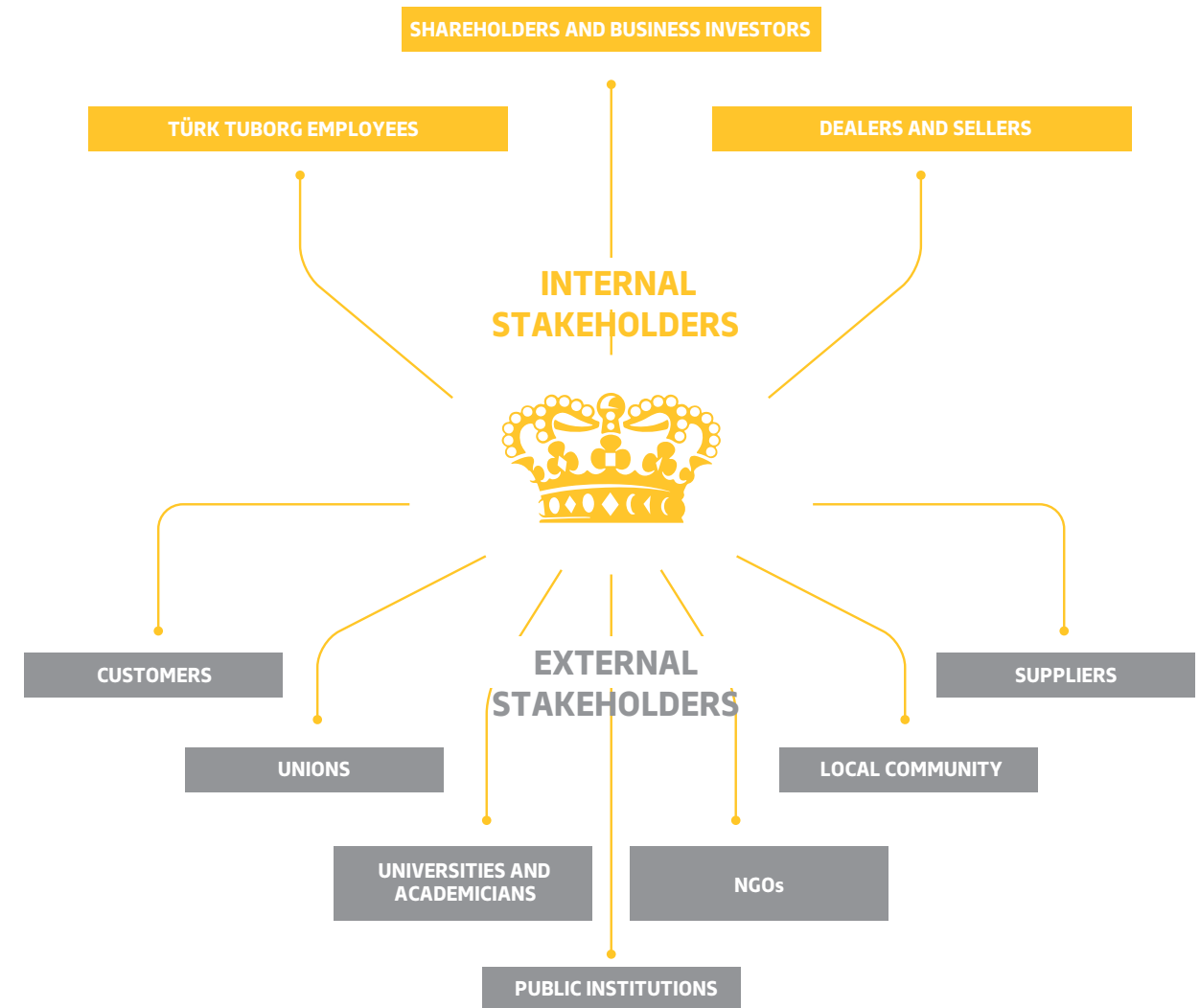
As decided at the 6 July 2022, 2021 Ordinary General Assembly Meeting, Taking into account the Capital Markets legislation, Turkish Commercial Code and other legal legislative provisions along with the articles of association and Profit Distribution Policy of the Company; according to the independently audited consolidated financial statements dated 31.12.2021, net distributable profit of 2021 was calculated as TL 1.199.068.235 after setting aside general legal reserve at the amount of TL 5.164.765 from the net income of TL 1.204.333.000.

In accordance with the Company's Dividend Distribution Policy, it was decided to submit to the approval of the Ordinary General Assembly to distribute gross cash dividend at the amount of TL 800.000.000 to set aside TL 78.387.459 as general legal reserve. The gross amount was paid to shareholders on 3 August 2022 and 5 August 2022 in accordance with the calendar announced to public.

STAKEHOLDERS

Türk Tuborg describes any person, organization and community that affects the quality and quantity of its activities as a business stakeholder. Stakeholders in Türk Tuborg are seen as one of the most important factors affecting the success of the company. With this consciousness; to better manage all shares and communicate more effectively, Türk Tuborg stakeholders are categorized according to the related departments and the list of business stakeholders and dialogue platforms of each department has been prepared in detail. In this way, it is aimed to create a more effective communication environment.

Stakeholders are kept informed via the related meetings held while considering the issues of confidentiality. Company's corporate governance structure allows all stakeholders, including employees to express their concerns regarding illegal or unethical practices to Company management via inquiry form at corporate website. Supportive mechanisms and models have been created to encourage stakeholder and especially employee participation in the Company's management without interfering with Company operations. Participation of stakeholders in the management is supported by instruments such as "proposals" and "surveys" without interfering with Company operations. The Company involves the workers union in decision making processes and obtains their approval regarding operational changes in work conditions, the environment, and employee rights. Dealers in close contact with the Company through "Dealers Meetings" are also encouraged to participate in Company policies.



HUMAN RESOURCES POLICY

Türk Tuborg carries out many practices to internalize the necessary managerial processes in order to increase the quality of business life of its employees, which it sees as its primary stakeholder. While modern management approaches are adopted at Türk Tuborg, open dialogue environments increase the communication opportunities of employees with each other and their managers. This is also to prepare the ground where employees can perform best in a healthy and safe environment.

Türk Tuborg's human resources policy is to create a competent/well-equipped team with Türk Tuborg values, 100% affiliated with its organization and brands, and with high motivation and performance, and constantly develop this team. Türk Tuborg adopts a decent work approach by creating a working environment that offers equal opportunities for language, religion, race, sect, belief, gender and similar reasons, along with human resources management that focuses on human rights.

Türk Tuborg aims to gradually reinforce its “being preferred first” position by skilled workforce. Competency-based Human Resources practices implemented within the company create a professional work environment and career development opportunities for employees. The goal of the employment process is to find the right person for the right position by carrying out a fair and consistent evaluation that is guided by the equal opportunity principle. Candidates are evaluated based on the knowledge, experience and competencies required by the positions, and Türk Tuborg selects only those committed to never compromising on quality, always completing 100% of their job, looking for ways for self-improvement, standing behind their promises and supporting their colleagues under all conditions.

A performance management system is used to fairly and objectively assess employee contribution through the use of data, to award superior performance and to support professional development. Internal and external training programs are put in place to support employees at all levels in their identified areas of improvement. Türk Tuborg applies the internal candidate process, which aims to contribute to the career developments of its employees by presenting new career opportunities that allow the opportunity to fulfil their own potential and contribute to the company's success in accordance with its vision of “Raising of our leaders from within”.

With its internal communication processes, Türk Tuborg aims to ensure that communication flow is continuous and that employees are timely informed of company developments and are always aware of the big picture and to increase collaboration between departments. During the annual BizBize meetings attended by all employees, the results of the previous fiscal year are evaluated, and strategies and goals for the current year are discussed. At these meetings, outstanding employees are also recognized through the “100% Awards” award program, which aims to encourage employees' contributions to the company and their hard work, to bring visibility to their efforts, to support and ensure the continuity of their achievements and to increase their motivation. Additionally, as part of the principle of transparency, all Human Resources Procedures and job descriptions are made accessible to all employees and are published throughout the year on the company's online platform.



Türk Tuborg's management aims to increase awareness by constantly following the targets regarding equal opportunities.

Acting on the principle of human dignity, for Türk Tuborg, equality of opportunity is a fundamental right in all areas of life, especially in working life. Türk Tuborg cares about treating everyone fairly and equally and promoting this approach both at work and in the social field. In addition, as a company that respects equality and diversity, Türk Tuborg believes that differences improve the area where there are individuals or groups, and that business efficiency increases with an inclusive approach. Türk Tuborg takes pride in its diversity and sees these differences as opportunities to provide a competitive advantage for Türk Tuborg.

Pursuant to the 100% Equal Opportunity Policy, no discrimination can be made in Türk Tuborg due to race, religion, language and gender differences. Parents working at Türk Tuborg are informed by using the 100% Parenting Guide specially prepared for them, and on matters that will help them during the birth process. Due to the document, they have information about legal legislation. For full-time employees at Türk Tuborg, private health and life insurance are provided. Türk Tuborg is aware of the importance of employees giving birth to breastfeed their babies after returning to work. For this reason, it shows that it supports the employees in this process by opening Breastfeeding Rooms that mothers can easily access. In no case child labor is employed. Working suppliers are also expected to show sensitivity in this regard.

In accordance with the 100% Equal Opportunity Policy;

It is aimed to increase awareness by following the issues and targets regarding equality of opportunity with the reports made at both senior management and executive levels. As part of the Equal Opportunity approach, Türk Tuborg is also committed to increasing employment for women and persons with disabilities. Business environments are organized in a way to facilitate the working conditions of employees with special needs.

To increase the female job pool, we have created career platforms featuring “Women in the Field” job postings advertising Sales Function jobs and “Female Power in Production” postings advertising Supply Chain Function jobs. Other projects are also being developed to increase the number of female applicants for all functions, not only Sales and Supply Chain. To this end, the “Female Applicant Suggestion System” has been put in place for job listings that are announced internally.



Code of Conduct and Social Responsibility

Ethical rules were determined by Türk Tuborg and evolved over times; these rules are implemented by Türk Tuborg from its perspective as a business, employer and corporate citizen.

At Türk Tuborg, our business ethics, code of conduct and principle of honesty have always been a road map in terms of our way of business and have established the basis for determining how to act, where to go and how to get there. Our biggest goal is to set an example for our employees, customers, business partners, and society with our business ethics and principles.

Within this framework, Türk Tuborg have pledged to be honest, transparent and accountable towards its employees, business partners, customers, and society and embraced a code of conduct of highest standards. Türk Tuborg expects every employee to abide by company values and principles and act in an honest manner in accordance with business ethics.

In this sense, we encourage everyone to be aware of situations that would lead to problems regarding ethical standards and for employees and executives to engage in dialogues for the resolution of said problems.

Türk Tuborg conducts its social studies with the “100% Volunteer Program”, which has been implemented with the philosophy of strength arises from unity by showing sensitivity in social areas and by observing 100% Equal Opportunity.

100% Volunteers Program is a social responsibility program organized by Türk Tuborg employees. The aim of the program is to make all volunteering activities carried out considering 100% equal opportunity within the framework of legal rules and to reach more people by increasing the number of volunteers. In addition, by including the families of the employees, dealers and suppliers to the works carried out, it is aimed to increase the awareness of social responsibility. The studies to be carried out are cooperated with relevant non-governmental organizations.

Within the scope of our 100% Volunteer activities, 812 Türk Tuborg employees have participated in volunteering at least once between 2017 and 2022. Total volunteer hours were 4.536 hours.

How did the 100% Volunteer Journey Begin?

The 100% Volunteer Team

The 100% Volunteer Program is carried out under the leadership of the 100% Volunteer Team consisting of employees working at different levels and different functions. 100% Volunteer team members consisted of volunteer employees located in different regions. Within the scope of the program, an employee who is a 100% Volunteer team member has been given the title of 100% Volunteer Leader as well as his own position and all employees have been informed.

The 100% Volunteer Team works effectively on economic, social and environmental issues with the awareness and sincerity of what is happening around it. They discuss the projects, schedule, targets, which are realized and planned through team meetings held regularly, keep meeting notes and constantly monitor their developments.

Main Topics of Volunteering Work

Before the implementation of the 100% Volunteer Program, the main subjects to be studied were collected under three main headings entitled “education, women and social issues” according to the result of Social Responsibility survey with participation of all employees. With the leadership of the 100% Volunteer Team, projects are being created under these main issues. All employees may participate in projects with a 100% Volunteer Team, prepare and implement projects on determined social responsibility issues. All volunteering activities are carried out during working hours and supported by senior management and employees are encouraged to increase these efforts.

Within the scope of the program, areas are created where employees can personally participate in volunteering activities and it is aimed for them to experience volunteering.

Education

- We initiated the We Are Volunteers Together Programme by which we target supporting the improvement of the employees who are assigned in non-governmental organisations that strive to achieve the sustainable development goals, thus providing contribution to volunteering. Within the scope of the Programme, we accomplished the “Team Coaching Training”, which was set up to strengthen the team dynamics of the employees of the Aegean Foundation of Contemporary Education and to enhance the efficiency of the voluntary works, at the Academy of Dreams at Kaş.
- We participated in the “Pedalling to Education” Cycling Tour, which aims at creating awareness and funds for the education of the socioeconomically disadvantaged students in order to support equality of opportunity in education, together with the 100% Cycling Club.
- Through our cooperation with the Life-Long Training Centre of the Bosphorus University, we accomplished the “School of Employee Volunteering” programme on the creation of a sustainable volunteering for the professionals who take a role in the process of the employee volunteering activities of the companies. Within the scope of the formation and development stages of the We Are 100% Voluntary Programme, we shared information and experience on volunteering.
- We brought the “Future Is 100% in Our Hands - Training and Mentoring Programme” intended for the employees’ kinsmen who attend the first and second grades of universities into being. Within the scope of the training programme, we organised Volunteering Training which will enhance their sense of social responsibility as well as several topics such as competence-based interviewing techniques, job seeking techniques, etc. which will support the educational and career life of the attendees. And within the scope of the Mentoring Programme, experienced Türk Tuborg mentors were matched with mentees and completed four sessions of mentoring talks on the goals of the students.

Women

- We initiated a Mentoring Programme in 2022 for the improvement of the Defne Girls who were the players of the Handball Team of the Defne Sports Club, for whom we took an initial step in order to support them through an improvement programme and an introduction of professions in 2021. Within the scope of the Mentoring Programme, we matched the Türk Tuborg mentors with the Defne Girls and started a mentoring process of four sessions on their educational and career goals. We further brought into being the psychological support programme together with the Sports Psychologist Seren Akıncı in order to improve their psychological endurance upon the feedback which they received at tournaments and at the camp of the National Team. Psychologist Seren Akıncı completed the informative talks with the families and trainers of the Defne Girls and the vis-a-vis talks with the players.
- We supported the Mentoring for a Million Women Programme, which was implemented by TurkishWIN, which aims at gathering together the young women who studied at universities or working in the fields of Science, Technology, Engineering and Mathematics and the mentors who were experienced in their own respective fields on a digital platform. We completed the mentoring training of the voluntary employees who work in the relevant fields, thus getting involved in the project.

Social Issues

Within the scope of the Project “Books Seeking Their Voice”, we continued the book vocalisation works with our existing and new volunteers through our cooperation with GETEM (Technology and Training Laboratory for the Visually Disabled) in order to enable the individuals who cannot read books due to their physical disability.

On the 17th September World Cleanup Day, the 100% Volunteers collected garbage in the environment and took action for a very clean world this year as well. We donated saplings to TEMA (Foundation for Combating Erosion, Reforestation and Protection of Natural Assets of Türkiye) in the name of our volunteers who participated in the cleaning activities for the value they gave to the environment and for the works they performed.

We planned activities for the purpose of feeding the sense of volunteering on 5th December World Volunteers Day as we do every year. We held three separate workshops at our offices in İzmir and İstanbul and on online basis with our voluntary employees. Works produced at the workshops were sold or purchased by the volunteers and the proceeds earned were donated to non-governmental organisations. Furthermore, a conversation took place on volunteering in our online awareness event in which we meet with Ceyda Düvenci, who makes contribution to the social transformation through her activities in the field of volunteering.

100% Support Programme in which volunteers who work at managerial positions provided with mentoring the youth from different disability groups or socially disadvantaged youth continued this year as well.

At the 100% Sustainable Future Camps organised with the participation of the voluntary employees, relevant non-governmental organisations and disadvantaged groups at the AYDER Academy of Dreams at Kaş, we worked to generate permanent solutions for the existing problems towards a different sustainability goal every week.

30 Minutes for Kindness Webinars

We aimed at encouraging volunteering and learning the volunteering projects in which we might participate within the scope of any relevant associations or foundations within the scope of the 30 Minutes for Kindness which had been organised since 2020 by bringing our employees together with the non-governmental organisations that support the Sustainable Development Goals. We accomplished a total of five webinars including the basic Needs Association (TİDER), SMA Foundation, İzmir Foster Family Association and Yuvam Dünya Association under the heading "Social Matters" and the Village Schools Exchange Network under the topic "Education". We reached a total of 451 participants from 2020 to the present and a total of 144 participants during 2022.

Our Other Works

We presented a Women's Day Certificate to the woman employees and made donations to the Evaluation of Woman Labour Foundation specifically for the 8th March World Soroptimists Day in order to contribute to the consolidation of the place of the women in the society.

We presented greeting cards to the Internal Trainers on the 24th November Teachers' Day and made donations to the Village Schools Exchange Network, which supports the teachers who work at village schools.

In order to congratulate the employees who were trained most at the Tuborg Academy, we supported the project "I Have a Daughter in Anatolia!", which is implemented by ÇYDD (Association for Supporting Contemporary Life).

We ensured the youth to think on projects which would create social benefits through the Volunteering Project case in the Case Study of the Koç University. We supported the project "I Have a Daughter in Anatolia!" in the name of the participants in order to recognise their labour.

Twelve youths who won the story-writing and poetry contests organised by the Aegean Foundation for Contemporary Education were presented tablets in order to support equality of opportunity in education.

In order to thank all our employees who acted as volunteers in 2022, we presented them Melimelek day planners part of which revenue is used for the benefit of the children who have Cerebral Palsy disorder, thus encouraging in-house volunteering motivation while supporting the struggle of the children who suffer from cerebral Palsy disorder.

We are collecting plastic bottle caps at our factory and our offices at Bursa and Ankara and support the purchase of electric wheelchairs by sending the caps so collected to the Association of Spinal Cord Paralytics of Türkiye.

We created We Are 100% Volunteers Kindness Store via the links in which non-governmental organisations share their products and new year's certificates and share it with all our employees, saying let our new year gifts turn to kindness.

As we do every year, in order to congratulate the birthdays of our employees, we made donations to three non-governmental organisations working in the fields of education, women and social issues.



ENVIRONMENTAL OCCUPATIONAL HEALTH AND SAFETY POLICY

We as Türk Tuborg Bira ve Malt Sanayii A.Ş.,

We accept the Environmental, Occupational Health and Safety management as an integral part of our business. Our objective is to protect the environment and ensure occupational health and safety together with all our stakeholders.

To achieve this aim;

- Using natural resources and raw materials in the most efficient way,
- Minimizing the environmental impacts caused by our activities and to prevent pollution,
- Eliminating hazards related to occupational health and safety and to reduce Occupational Health and Safety risks,
- Consulting our employees and employee representatives before making decisions regarding Occupational Health and Safety and ensuring their participation,
- Providing safe and healthy working conditions to prevent work-related injury and health deterioration
- Complying with legal and other requirements regarding our Environmental aspects, Occupational Health and Safety risks,
- Encouraging our suppliers and subcontractors to operate in a sensitive manner on Environment, Occupational Health and Safety,
- Measuring, monitoring, reviewing and continuously improving the performance of our management system based on the "ISO 14001 Environmental and ISO 45001 Occupational Health and Safety Management System" standards by setting targets

Our employees act with the mentioned responsibility and awareness at every stage of their activities and practices under their responsibility.



QUALITY AND FOOD SECURITY POLICY

As Türk Tuborg Bira ve Malt Sanayii A.Ş., our aim is to improve and ensure the customer expectations with the exceeded quality and food safety standards that we offer on sale.

For this purposes, Türk Tuborg aims:

- Continous improvement and review of processes, by evaluating the feedback from our customers and our suppliers,
- To improve all our employees' competencies and achieve our goals by ensuring their participation in development studies,
- To follow up the industrial and technological developments continually and systematically by applying the legal requirements,
- To reach the highest level of the quality and food security as much as possible.

Our employees act with utmost with upmost attention and consciousness at every stage they are responsible for. Our Company has "ISO 22000 Food Safety Management System" and "ISO 9001 Quality Management System" certificates. Quality and Food Safety sustainability and continuous development of the requirements is ensured by the internal audits and hygiene audits carried out with the team that FSSC coordinator of 13 and Hygiene of 25 people throughout the year.

Throughout all the stages of our business, our employees act diligently with this consciousness within their scope of work. Along with this sense of collective responsibility, "High quality and safe beer is created through cooperation and cooperatively developed." at Türk Tuborg.

COMMITTEES

Corporate Governance Committee

The Committee determines whether the corporate governance principles are performed within the Company's body, if not, the justification leading to such non-performance and conflict of interests arising from the said incomplete performance and advises the executive board on remedial practices.

Within this scope, the Committee identifies matters pertaining to corporate governance principles, which would be to the benefit of both the company and shareholders and not yet put into practice, and bring forward proposals towards materializing correspondent with the company's structure.

The Committee carries out studies on internal arrangements and changes, required for the company employees to understand, embrace and implement the corporate governance principles and presents the results to the board of directors.

Early Determination of Risk Committee

The Board of Directors of the Company adopts risk management strategies that will minimize the impact and probability of risks that may affect the stakeholders of the Company, especially shareholders, and takes necessary actions in this context.

The Committee works to detect risks, which may threaten the existence, development and continuity of the company, beforehand, to implement the necessary measures concerning the detected risks and performs risk management duties and reviews the risk management systems at least once a year. Committee submits its reports pertaining to the study results and suggestions to the board of directors once every two months. Accordingly, the Committee has reported to the Board of Directors that there is no risk that will significantly affect the existence, development and continuity of the Company during the 01.01.2022-31.12.2022 accounting period.

Audit Committee

The Audit Committee, in accordance with the capital market legislation and the principles contained in this regulation, assists the Board of Directors under the supervision of the Company's accounting system, the disclosure of financial information to the public, the independent audit and the functioning and effectiveness of the internal control system, by evaluating the issues it has determined within the framework of its evaluations. Reports to the Board of Directors.

The Audit Committee makes use of the findings of independent auditors and tax auditors while fulfilling its function. Appropriateness and operational effectiveness of current internal controls that ensure Company's workflow to be in compliance with procedures and related regulation are periodically reviewed by the department heads and necessary actions are taken to maintain appropriateness and operational effectiveness.

The Committee takes the necessary precautions to ensure the independent external audit is performed in an effective, sufficient and transparent manner. Within this scope, the selection of independent auditing firm, initiation of independent audit process by drawing up the independent audit contract and supervision of independent auditing firm on every level are the duties of the Committee.

Nomination Committee

The Committee works on establishing a transparent system for determining, evaluating and training candidates suitable for the board of directors, and determining policies and strategies in this regard. Committee makes regular evaluations about the structure and efficiency of the board of directors and reports its recommendations on changes that may be made in these matters to the board of directors. The committee reviews its working principles periodically and, if necessary, submits the suggestions for changes to the board of directors for approval.

COMMITTEES	MEMBERSHIP
CORPORATE GOVERNANCE COMMITTEE	Metin Zavaro (President) Joav Asher Nachshon (Member) Evren Kılınçpınar (Member)
EARLY DETERMINATION OF RISK COMMITTEE	Tülin Karabük (President) Joav Asher Nachshon (Member) Sholomo Graziani (Member)
AUDIT COMMITTEE	Metin Zavaro (President) Tülin Karabük (Member)
NOMINATION COMMITTEE	Metin Zavaro (President) Aran Ernest Oelsner (Member) Ayşe Güvenç (Member)



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**TÜRK
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