

CORPORATE GOVERNANCE COMPLIANCE REPORT

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	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION	X					
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					
1.3. GENERAL ASSEMBLY	X					
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					X	There was no transaction notice in this manner.
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.		X				The agenda of the General Shareholders' Meeting included a separate item for the total amount of the donations and contributions made and major donations were explained in the general assembly information document. The balance not detailed in the information document consists of various donations to various institutions and organizations, each one in an amount below TL 150 thousand and not constituting material information for investors. Donations below the said amount are not followed up by our investors, and it is planned to continue to adhere to this materiality limit also in future disclosures.

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X					
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2 - The company does not have shares that carry privileged voting rights.			X			The issued capital of Tüpraş is divided in to two groups as (A) and (C); all of them being registered shares. The shareholders attending the ordinary and extraordinary General Assembly meetings use their votes pro rata with the nominal value of their shares. While electing the Board of Directors, one of the members has to be elected out of the nominees nominated by the Group C share. The issues specified in Article 10 of Company's Articles of Association depends on the affirmative vote of the Group C shareholder owned by the Privatization Administration in order to take Board of Directors and General Assembly decisions.
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					X	Tüpraş does not have a cross-ownership relationship that provides management control.
1.5. MINORITY RIGHTS						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			The Articles of Association do not grant minority rights to those who hold less than one twentieth of the capital, and in parallel to the common practices, rights are granted to the minority within the general legislative framework. There was no demand from investors regarding this issue. General best practices are monitored; no changes are planned in this regard in the near future.

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	Yes	Partial	No	Exempted	Not Applicable	
1.6. DIVIDEND RIGHT						
1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X					
1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X					An explanation regarding the non-profit distribution is given in the relevant agenda item.
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.		X				The Capital Market Board regulations shall be applied in connection with the transfer of the registered shares of the Company transacted in the stock exchange. The Group C share may be transferred to another Turkish public body having the same powers as the powers granted by the law no. 4046 to the Prime Ministry Privatization Administration Chairmanship.
2.1. CORPORATE WEBSITE						
2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X					
2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X					
2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.	X					

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
2.2. ANNUAL REPORT						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					The annual report does not contain any disclosures about this topic since there were no changes in the regulatory framework in the nature to materially affect the Company's operations, nor were there any conflicts of interest with service providers, such as rating companies.
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing program is in place for reporting legal and ethical issues.	X					
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.	X					
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					
3.3. HUMAN RESOURCES POLICY						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					

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	Yes	Partial	No	Exempted	Not Applicable	
3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	X					
3.3.9 - A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					
3.4.2 - Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X					
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X					
4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					

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4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.	X					
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/ accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attended the majority of the board meetings in person.			X			During 2020, no physical meetings were held due to the Covid-19 pandemic; Board of Directors members were informed about the Company's performance and developments on a regular basis. However, all decisions were passed employing the circulation method.
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.			X			No such period of time has been defined; the time of information provision to board members is determined in view of the topics on the meeting agenda and also the process, and the members are informed reasonably in advance. While the Company sees no urgent need for defining such a period of time in view of the efficiency of the activities of the Board of Directors, it is targeted to consider the matter in the future.

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.					X	Although there is the possibility to present an opinion in such a case, there has not been any notification made by the BoD members who could not attend the meetings.
4.4.4 - Each member of the board has one vote.	X					<p>However, on the issues specified below depends on the affirmative vote of the Group C shareholder:</p> <p>a) Any changes to be made in the Company's Articles of Association that could affect the Board of Directors meetings and quorum and the rights related to the "Privileged Share" as well as the obligation of meeting the fuel requirements of the Turkish Armed Forces and the rights granted to the Privileged Share in connection with this obligation directly or indirectly.</p> <p>b) Since meeting the fuel requirements of the Turkish Armed Forces in the required quality, time and quantity with the established market prices and maintaining the capability of producing such fuels and providing and maintaining the transportation-related systems are of the essence; not meeting the fuel requirements of the Turkish Armed Forces in the required quality, time and quantity and above the established market prices.</p> <p>c) Any actions specified below that could restrict or obstruct the ability of meeting the fuel requirements of the Turkish Armed Forces:</p> <p>i) Closing or selling any of the refineries owned by the Company or restricting under any encumbrance or reducing its capacity by more than 10%, or</p> <p>ii) Division of the company or merger with another company.</p> <p>d) Resolutions related to the liquidation of the company</p>

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	Yes	Partial	No	Exempted	Not Applicable	
4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board.			X			Although there have been consistently applied procedures in our Company for many years, there is no written internal regulations regarding the way Board of Directors Meetings are held.
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					
4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.		X				There are no restrictions for BoD Members on assuming other positions or duties outside the Company. Such a restriction is not deemed necessary as the business and sectoral experience of BoD Members makes a vital contribution to the BoD. CVs of the BoD Members are provided in the annual report.
4.5. BOARD COMMITTEES						
4.5.5 - Board members serve in only one of the Board's committees.			X			Members who serve on more than one committee facilitate communication and increase the opportunities for cooperation between committees handling related subjects. In view of the productive activities that are contributed to by the knowledge and experiences of Board members, the existing committee organizations are deemed to be efficient, and no need for changes are envisaged in the near future.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	X					
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	There was no consultancy service received for this purpose.

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	Yes	Partial	No	Exempted	Not Applicable	
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					
4.6. FINANCIAL RIGHTS						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	X					
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X					
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.			X			Remuneration of the Members of the Board of Directors and managers who have administrative responsibilities is disclosed collectively in parallel to the common practice in the footnotes of our financial statements and at the General Assembly meetings. Market practices are closely monitored with respect to this topic that is deemed important in terms of privacy of personal data, and it is planned to act in parallel with the common practice.

CORPORATE GOVERNANCE INFORMATION FORM (CGIF)

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	17 Conferences and roadshows are attended. Meetings held with approximately 550 fund managers and analyst
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/823498
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes, English and Turkish materials are provided at the same time
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There are no such transactions
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There are no such transactions
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/en/Bildirim/821025
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate Governance / Policies
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/520114
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 14 -a
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The General Assembly meeting was held open to the public, including stakeholders and the media without seeking a requirement of the right to speak.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Yes
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	The issued capital is divided in to two groups as (A) and (C) and all of the shares are registered shares. The shareholders attending the ordinary and extraordinary General Assembly meetings use their votes pro rata with the nominal value of their shares. While electing the Board of Directors, 1 of the members has to be elected out of the nominees nominated by the Group C share. The issues specified in Article 10 of Company's Articles of Association depends on the affirmative vote of the Group C shareholder owned by the Privatization Administration in order to take Board of Directors and General Assembly decisions. Current shareholder structure is available in the annual report.
The percentage of ownership of the largest shareholder	51%

1. SHAREHOLDERS**1.5. Minority Rights**

Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association

No

If yes, specify the relevant provision of the articles of association.

-

1.6. Dividend Right

The name of the section on the corporate website that describes the dividend distribution policy

[Investor Relations / Corporate Governance /Policies](#)

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.

Financial statements for the accounting period 1 January - 31 December 2019, in compliance with the TFRS, prepared by the management of Turkish Petroleum Refineries Corporation, and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. have been reviewed and upon review of the aforementioned financial statements and the records of Turkish Petroleum Refineries Corporation in accordance with Tax Procedural Law, net profit of TL 525,837,000.00 per the financial statements prepared in accordance with TFRS and net losses of TL 1,139,412,897.98 as per the records in accordance with the Tax Procedural Law have been noted and profit distribution proposal is prepared accordingly as explained below:

In accordance with the Capital Market Board Regulations, Article 18 of the Company's Articles of Association and within the framework of the Dividend Distribution Policy approved by the shareholders at the General Assembly, dated 31 March 2014;

<https://www.kap.org.tr/tr/Bildirim/833993>

In the Financial Statements prepared in accordance with the Tax Procedural Law records; due to a loss of TL 1,139,412,897.98 in the current year result, Dividends will not be distributed for the year 2019, and the current year loss of TL 1,139,412,897.98 in the financial statements prepared in accordance with the Tax Procedural Law is to be transferred to the retained earnings.

Transferring the net period profit of TL 525,837,000.00 attributable to equity holders of the parent which is formed according to the financial statements prepared in line with TFRS, to the retained earnings in the related financial statements,

The dividend distribution proposal is submitted to shareholders' approval and has been approved by a majority vote as a result of affirmative votes for TL 194,866,233.221 paid-in share capital against dissenting votes for TL 1 paid-in share capital.

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

<https://www.kap.org.tr/en/Bildirim/833993>

General Assembly Meetings

General Meeting Date

1 April 2020

The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting

-

Shareholder participation rate to the General Shareholders' Meeting

77,82%

Percentage of shares directly present at the GSM

-

Percentage of shares represented by proxy

77,8%

Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against

[Investor Relations /General Assembly /Minutes of AGM](#)

Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them

[Investor Relations /General Assembly /Minutes of AGM](#)

The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions

-

The number of declarations by insiders received by the board of directors

-

The link to the related PDP general shareholder meeting notification

<https://www.kap.org.tr/tr/Bildirim/833993>

CORPORATE GOVERNANCE INFORMATION FORM (CGIF)

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations/Corporate Governance/Trade Registry Information, Shareholder Structure, Articles of Association, Policies Investor Relations/Material Disclosures Investor Relations/Financial Reports Investor Relations/Overview Annual Report, General Meeting Documents, Teleconference and Investor Presentations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations / Corporate Governance /Shareholder Structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	General Assembly/Board of Directors Resumes
Corporate Governance /Declaration for Independency	Kurumsal Yönetim / Yönetim Kurulu Komitelerinin Çalışma Esasları ve Etkinliğine İlişkin Yönetim Kurulu Değerlendirmesi
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Corporate Governance / Principles Compliance Report / Activities of the Board of Directors and Board of Directors Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Legal Disclosures
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Legal Disclosures
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Legal Disclosures
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Legal Disclosures
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Human Resources / Corporate Responsibility Projects

3. STAKEHOLDERS**3.1. Corporation's Policy on Stakeholders**

The name of the section on the corporate website that demonstrates the employee remedy or severance policy

[Investor Relations / Corporate Governance /Policies](#)

The number of definitive convictions the company was subject to in relation to breach of employee rights

18

The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)

Risk Management and Internal Control Manager

The contact detail of the company alert mechanism

Notification mechanism It can be reached from the "Communication" section of the Tüpraş corporate website on the main page.
<https://piy.tupras.com.tr/BildirimKayit.aspx>

3.2. Supporting the Participation of the Stakeholders in the Corporation's Management

Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies

[Investor Relations/Overview/Annual Report Sustainability/Report/Sustainability Report](#)
Internal regulations are not publicly available or accessible.

Corporate bodies where employees are actually represented

Our employees both in our unionized and non-unionized in management and share their opinions through various methods. Our colleagues' opinions are obtained unanimously through surveys and open-ended questions with annual Employee Commitment Survey. Through various communication meetings in Tüpraş, information on the Company is shared with employees and other stakeholders. Their questions and comments are also obtained during these meetings.

3.3. Human Resources Policy

The role of the board on developing and ensuring that the company has a succession plan for the key management positions

A succession plan is created for all key management positions. This Succession Plan is finalized by submitting the approval of the Chairman of the Board of Directors following the approval of the CEO.

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

Tüpraş assumes the responsibility to adopt attitudes and behaviors in compliance with Tüpraş Code of Ethics which is described in detail below, in all its operations and relationships, before all individuals and organizations which it has business relations with in Turkey and abroad, the society it operates in, its customers, suppliers, shareholders and employees. Tüpraş also commits itself to comply with Global Compact criteria adopted by Koç Holding and expand the adoption of these criteria by other parties, particularly in its industry. Personnel Guide which includes personnel recruitment criteria is available for all employees and qualifications required for each position are included in job postings. Moreover, equal opportunity in recruitment is highlighted in Ethical Code of Conduct.
https://tprstaticfilessa.blob.core.windows.net/assets/uploads/Tupras_Etik_Davranis_Kurallari.pdf

Whether the company provides an employee stock ownership program

There is no an employee stock ownership program.

The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.

Decision was taken to ensure employees can appeal to Human Resources Department in case of any problems regarding discrimination and misconduct and this has been communicated to all employees. Ethics Board mechanism was established with the participation of Risk Management and Audit, Legal, Corporate Communications and Human Resources Departments and it's being actively operated.
[Annual Report /Human Resources](#)

The number of definitive convictions the company is subject to in relation to health and safety measures

0

CORPORATE GOVERNANCE INFORMATION FORM (CGIF)

3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Sustainability/Ethical Rules
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	http://www.tupras.com.tr/cr-report
Any measures combating any kind of corruption including embezzlement and bribery	http://www.tupras.com.tr/anti-corruption-policy Relevant principles are included in other Code of Ethical Conduct.
4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	31.12.2020
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	No delegation was given among the board members
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	Audit Committee is being briefed quarterly about audit activities performed, significant issues and existing legal cases.
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Risk Management and the Activities of the Risk Management Committee/ G. Internal Control System and Internal Audit
Name of the Chairman	Mehmet Ömer Koç
Name of the CEO	İbrahim Yelmenoğlu
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Investor Relations / Corporate Governance / Board Diversity Policy
The number and ratio of female directors within the Board of Directors	2 (%18)

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/ He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Ömer M. Koç	Non- executive	Not Independent Director	26.01.2006		Not considered	No	Yes
Ali Y. Koç	Non- executive	Not Independent Director	27.03.2009		Not considered	No	Yes
Rahmi M. Koç	Non- executive	Not Independent Director	04.06.2008		Not considered	No	Yes
Semahat S. Arsl	Non- executive	Not Independent Director	27.03.2009		Not considered	No	Yes
Levent Çakıroğlu	Non- executive	Not Independent Director	30.03.2015		Not considered	No	Yes
Erol Memioğlu	Non- executive	Not Independent Director	26.01.2006		Not considered	No	Yes
Yağız Eyüboğlu	Non- executive	Not Independent Director	04.04.2016		Not considered	No	Yes
Zafer Sönmez	Non- executive	Independent Director	20.03.2019		Considered	No	Yes
Muharrem Hilmi Kayhan	Non- executive	Independent Director	21.03.2018	https://www.kap.org.tr/tr/Bildirim/823498	Considered	No	Yes
Ayşe Canan Ediboğlu	Non- executive	Independent Director	21.03.2018		Considered	No	Yes
Kamil Ömer Bozer	Non- executive	Independent Director	21.03.2018		Considered	No	Yes

CORPORATE GOVERNANCE INFORMATION FORM (CGIF)

4. BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors

Number of physical board meetings in the reporting period (meetings in person)	In 2020, the Board of Directors has not meet physically due to the pandemic. Members of the board of directors were regularly informed about the company's performance and developments, but all of the decisions were passed by hand.
Director average attendance rate at board meetings	100%
Whether the board uses an electronic portal to support its work or not	No
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	There is no determination
The name of the section on the corporate website that demonstrates information about the board charter	There is no determination
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no restriction

4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/749716

Composition of Board Committees - I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Audit Committee	-	Muharrem Hilmi Kayhan	Yes	Board member
		Kamil Ömer Bozer	No	Board member
Corporate Governance Committee	-	Muharrem Hilmi Kayhan	Yes	Board member
		Yağız Eyüboğlu	No	Board member
		Doğan Korkmaz	No	Not board member
Committee of Early Detection of Risk	-	Ayşe Canan Ediboğlu	Yes	Board member
		Erol Memioğlu	No	Board member

4. BOARD OF DIRECTORS-III**4.5. Board Committees-II**

Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)

Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of Committees

Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)

Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of Committees

Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)

Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of Committees

Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)

Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of Committees

Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)

Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of Committees

4.6. Financial Rights

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)

Message From The Chairman

Specify the section of website where remuneration policy for executive and non-executive directors are presented.

[Investor Relations /Corporate Governance /Remuneration Policy](#)

Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)

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Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Audit Committee	-	100%	100%	7	6
Corporate Governance Committee	-	67%	33%	7	5
Committee of Early Detection of Risk	-	100%	50%	6	6