

# CORPORATE GOVERNANCE COMPLIANCE REPORT

## CORPORATE GOVERNANCE COMPLIANCE REPORT

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS</b>						
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					
<b>1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION</b>						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					
<b>1.3. GENERAL ASSEMBLY</b>						
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	<i>There was no transaction notice in this manner.</i>
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			<i>Donations and aids were included in the agenda of the General Assembly with a separate article. Total amount of donations along with the details of items with the highest amounts were included in the Information Document for 2019</i>
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X					
<b>1.4. VOTING RIGHTS</b>						
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		<i>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 nominees 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.</i>

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	Yes	Partial	No	Exempted	Not Applicable	
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	<i>Tüpraş does not have a cross-ownership relationship that provides management control.</i>
<b>1.5. MINORITY RIGHTS</b>						
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		<i>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.</i>
<b>1.6. DIVIDEND RIGHT</b>						
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	<i>Dividend has been distributed.</i>
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
<b>1.7. TRANSFER OF SHARES</b>						
1.7.1 - There are no restrictions preventing shares from being transferred.		X				<i>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.</i>

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>2.1. CORPORATE WEBSITE</b>						
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					
<b>2.2. ANNUAL REPORT</b>						
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					
<b>3.1. CORPORATION'S POLICY ON STAKEHOLDERS</b>						
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					
<b>3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT</b>						
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					
<b>3.3. HUMAN RESOURCES POLICY</b>						
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					

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	Yes	Partial	No	Exempted	Not Applicable	
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					
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					
<b>3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS</b>						
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					
<b>3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY</b>						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>4.1. ROLE OF THE BOARD OF DIRECTORS</b>						
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					
<b>4.2. ACTIVITIES OF THE BOARD OF DIRECTORS</b>						
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					
<b>4.3. STRUCTURE OF THE BOARD OF DIRECTORS</b>						
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			Although there is no policy regarding the minimum number of women board members, The ratio of the woman board members is 18%.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
<b>4.4. BOARD MEETING PROCEDURES</b>						
4.4.1-Each board member attended the majority of the board meetings in person.		X				The majority of the board members attended most of the meetings physically.
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.
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 a possibility of providing feedbacks for the board members who could not attend the meeting, there has been no notification made in this manner.

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	Yes	Partial	No	Exempted	Not Applicable	
4.4.4 - Each member of the board has one vote.						<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>i) Division of the company or merger with another company.</p> <p>d) Resolutions related to the liquidation of the company</p>
			X			

	Compliance Status					Explanation
	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			<i>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.</i>
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				<i>Due to the significant contribution of the experience of members of the Board of Directors, they are not limited to take other duties outside of the company. Curriculum vitae of our board members are included in our annual report.</i>
<b>4.5. BOARD COMMITTEES</b>						
4.5.5 - Board members serve in only one of the Board's committees.			X			<i>Members who assume duties in more than one committee improve communication among the committees that carry out activities in connected subjects and increase the opportunity of collaboration.</i>
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.					X	<i>It is possible for the committees to ask for the opinions of the independent experts professionals, if they need in accordance with the principles of the committees. There was no such need during 2018.</i>
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	<i>There was no consultancy service received for this purpose.</i>
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					
<b>4.6. FINANCIAL RIGHTS</b>						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.			X			<i>There has been no specific initiative aimed at performance evaluation at the Board of Directors level.</i>
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			<i>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.</i>

# CORPORATE GOVERNANCE INFORMATION FORM

## CORPORATE GOVERNANCE INFORMATION FORM (CGIF)

<b>1. SHAREHOLDERS</b>	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	14 Conferences and roadshows are attended. Meetings held with approximately 500 fund managers and analyst
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/741472">https://www.kap.org.tr/tr/Bildirim/741472</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	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 Communiqué 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 Communiqué on Corporate Governance (II-17.1)	<a href="https://www.kap.org.tr/tr/Bildirim/740905">https://www.kap.org.tr/tr/Bildirim/740905</a>
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	<a href="https://www.kap.org.tr/tr/Bildirim/349385">https://www.kap.org.tr/tr/Bildirim/349385</a>
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.
<b>1.4. Voting Rights</b>	
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.
The percentage of ownership of the largest shareholder	51%
<b>1.5. Minority Rights</b>	
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.	-
<b>1.6. Dividend Right</b>	
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.	Dividend has been distributed.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-



<b>General Assembly Meetings</b>	
General Meeting Date	20 March 2019
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	86.8%
Percentage of shares directly present at the GSM	-
Percentage of shares represented by proxy	86.8%
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	<a href="https://www.kap.org.tr/tr/Bildirim/748872">https://www.kap.org.tr/tr/Bildirim/748872</a>
<b>2. DISCLOSURE AND TRANSPARENCY</b>	
<b>2.1. Corporate Website</b>	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations
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
List of languages for which the website is available	Turkish and English
<b>2.2. Annual Report</b>	
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
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/Operating Principles of the Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	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

## CORPORATE GOVERNANCE INFORMATION FORM

### 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	32
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Risk Management and Audit Manager
The contact detail of the company alert mechanism	<a href="https://piy.tupras.com.tr/BildirimKayit.aspx">https://piy.tupras.com.tr/BildirimKayit.aspx</a>

#### 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	<p><i>Summary of the activities carried out are explained below. In order to award the employees' actions and efforts that support business values and objectives, "Refined Suggestions" system is implemented to support and encourage individual and original ideas on process improvement, energy saving, resource efficiency, productivity in production, environmental protection and occupational safety through the "Tüpraş Appreciation Recognition and Rewarding" system. Furthermore, employees' evaluations on the practices, and their loyalty and satisfaction are measured with the Employee Satisfaction surveys. The results of the survey are considered in company activities, and the improvement targets are added to the performance cards of the Company's Top Management. Behavior-based safety tours, in which Tüpraş executives also participate, are held at Tüpraş as part of the "Visible Leadership" practice. In safety tours, "visible leadership" is demonstrated with the active participation of the management, where positive safety behavior receives appreciation and is encouraged, risks in the behavior of people and working conditions are identified and corrected, communication and dialogue are strengthened to ensure a safe working environment, awareness is developed, and an environment in which employees can share their opinions and observations on safety is created. Another practice for involving employees in decisions is the right to speak granted to two representatives from the labor union in disciplinary committee decisions concerning employees working on hourly basis, pursuant to the collective agreement.</i></p>
Corporate bodies where employees are actually represented	<p><i>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.</i></p>

### 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. <a href="https://www.tupras.com.tr/uploads/Tupras_Etik_Davranis_Kurallari.pdf">https://www.tupras.com.tr/uploads/Tupras_Etik_Davranis_Kurallari.pdf</a> "
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.
The number of definitive convictions the company is subject to in relation to health and safety measures	9
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	Career/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.	<a href="http://www.tupras.com.tr/cr-report">http://www.tupras.com.tr/cr-report</a>
Any measures combating any kind of corruption including embezzlement and bribery	<a href="http://www.tupras.com.tr/anti-corruption-policy">http://www.tupras.com.tr/anti-corruption-policy</a>

## 4. BOARD OF DIRECTORS-I

### 4.2. Activity of the Board of Directors

Date of the last board evaluation conducted	-
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	The Audit Committee is given information about the quarterly audit activities, important findings, and ongoing lawsuits.
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	There is no such policy
The number and ratio of female directors within the Board of Directors	2 (18%)

## CORPORATE GOVERNANCE INFORMATION FORM

### 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. Arsel	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	<a href="https://www.kap.org.tr/en/Bildirim/741472">https://www.kap.org.tr/en/Bildirim/741472</a>	Considered	No	Yes
Ayşe Canan Ediboğlu	Non-executive	Independent Director	21/03/2018	<a href="https://www.kap.org.tr/en/Bildirim/741472">https://www.kap.org.tr/en/Bildirim/741472</a>	Considered	No	Yes
Kamil Ömer Bozer	Non-executive	Independent Director	21/03/2018	<a href="https://www.kap.org.tr/en/Bildirim/741472">https://www.kap.org.tr/en/Bildirim/741472</a>	Considered	No	Yes

### 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)	3
Director average attendance rate at board meetings	91%
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	<a href="https://www.kap.org.tr/tr/Bildirim/749716">https://www.kap.org.tr/tr/Bildirim/749716</a>

**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
Audit Committee	-	Kamil Ömer Bozer	No	Board member
Corporate Governance Committee	-	Muharrem Hilmi Kayhan	Yes	Board member
Corporate Governance Committee	-	Yağız Eyüboğlu	No	Board member
Corporate Governance Committee	-	Doğan Korkmaz	No	Not board member
Committee of Early Detection of Risk	-	Ayşe Canan Ediboğlu	Yes	Board member
Committee of Early Detection of Risk	-	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
<b>4.6. Financial Rights</b>	
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)	Financial Report Notes 28

**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	7
Corporate Governance Committee	-	67%	33%	7	7
Committee of Early Detection of Risk	-	100%	50%	6	6