



KAMUYU AYDINLATMA PLATFORMU

EGE ENDÜSTRİ VE TİCARET A.Ş. Corporate Governance Information Form 2022 - Annual Notification

Summary

Corporate Governance Information Form



MERKEZİ KAYIT
İSTANBUL

1. SHAREHOLDERS

Related Companies

Related Funds

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	-
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/tr/Bildirim/1005622
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Presented.
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	No
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)	No
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)	No
The name of the section on the corporate website that demonstrates the donation policy of the company	https://www.egeendustri.com.tr/tr/downloads/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/tr/Bildirim/426957
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	14
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Ministry Representatives and shareholders
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
	In accordance with Article 5 of our Articles of Association, holders of Group A registered shares

In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	have 10 votes and holders of Group B bearer shares have 1 vote at the General Assembly meetings.
The percentage of ownership of the largest shareholder	% 63,63
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	There is no provision in the company's articles of association regarding minority rights, and the TCC. provisions apply.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	https://www.egeendustri.com.tr/tr/downloads/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.	-
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification	
24/03/2022	0	% 67,1	% 0,00001	% 99,99	Investors-General Assembly	Frequently Asked Questions	12	13	https://www.kap.org.tr/tr/Bildirim/1005622	

2. DISCLOSURE AND TRANSPARENCY

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.	Information Society Services
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.	https://www.egeendustri.com.tr/tr/downloads/capital-structure
List of languages for which the website is available	TR-ING
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	4-5
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	6-7
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	4
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	8
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	8
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	8

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%	3
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	8-9

3. STAKEHOLDERS

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	Company employees are subject to the provisions of the Labor Law and relevant legislation.
The number of definitive convictions the company was subject to in relation to breach of employee rights	0
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	General Manager
The contact detail of the company alert mechanism	Ege Endüstri ve Ticaret A.Ş. Kemalpaşa Caddesi No:280 35060 Pınarbaşı-İzmir Tel: +90 232 491 14 etik@bayraktar.com
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	Policies-Human Resources
Corporate bodies where employees are actually represented	Union-Occupational Health and Safety Board
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	Backup Policy
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.	https://www.egeendustri.com.tr/tr/downloads/policies
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
	Measures are taken to prevent race, religion, language and gender discrimination among employees and to protect employees against

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.	physical, mental and emotional ill-treatment within the company, The Company supports the effective recognition of freedom of association and the right to collective bargaining, A safe working environment for employees and conditions are met.
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	https://www.egeendustri.com.tr/tr/downloads/policies
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.	? As Social Responsibility activities, we have participation in competitions organized by private associations and institutions and sponsorship activities. ? Theater days for the employees and children of the institution and Competitions with Prizes are organized for the children of the employees.
Any measures combating any kind of corruption including embezzlement and bribery	We have an internal written and announced policy for the fight against bribery and corruption, and an effective audit of the rules is ensured by the relevant internal audit department.

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	No
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	A distribution of duties was made among the Members of the Board of Directors, and no delegation of authority was made to the members of the Board of Directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	1
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	7
Name of the Chairman	Hüseyin Bayraktar
Name of the CEO	Chief Executive Officer / Mustafa Bayraktar General Manager / Ayhan Özel
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	It's not the same person.
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/tr/Bildirim/1102755
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Efforts to set a target rate and target time for female members in the Board of Directors, provided that it is not less than 25%, and to formulate policies to achieve these targets, are continuing.
The number and ratio of female directors within the Board of Directors	0

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
Hüseyin Bayraktar	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	09/04/1990	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mustafa Bayraktar	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	29/03/2000	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Bahaettin Tatoğlu	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	24/03/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ege Endüstri Holding A.Ş. (Gerçek kişi temsilcisi Mehmet Gürel Kapani)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/09/2012	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ernur Mutlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	12/01/2023	https://www.kap.org.tr/tr/Bildirim/1101676	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Enver Gocay	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	28/03/2019	https://www.kap.org.tr/tr/Bildirim/914356	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Hüseyin Fazıl Oral	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	26/03/2020	https://www.kap.org.tr/tr/Bildirim/914356	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	15
Director average attendance rate at board meetings	% 83,93
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	7
The name of the section on the corporate website that demonstrates information about the board charter	No
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There are no policies and no restrictions.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	6
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/750842

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
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Hüseyin Fazıl Oral	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Bahaettin Tatoğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Mustafa Salih Eser	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Abdulkadir Erdoğan	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)	-	Hüseyin Fazıl Oral	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Enver Gocay	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Enver Gocay	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Hüseyin Fazıl Oral	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

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)	6-7
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)	7
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)	7
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)	7
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)	7
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)	10
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://www.egeendustri.com.tr/tr/downloads/policies
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)	7-8

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

Denetim Komitesi (Audit Committee)	-	% 100	% 100	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 75	% 25	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 100	6	6