



KAMUYU AYDINLATMA PLATFORMU

BANVİT BANDIRMA VİTAMİNLİ YEM SANAYİ A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

Corporate Governance Information Form in 2024



1. SHAREHOLDERS

Related Companies 0

Related Funds 0

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	Not available
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	Not available
The number of special audit requests that were accepted at the General Shareholders' Meeting	Not available
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/1274770
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 transactions in this scope
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)	Not available
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)	Not available
The name of the section on the corporate website that demonstrates the donation policy of the company	Not available
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	Not available
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 14 of the articles of association contains regulations regarding participation in the general assembly. Stakeholders There is no regulation that restricts participation in the general assembly.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	None of the stakeholders attended the general assembly.
1.4. Voting Rights	

Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 91,71
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.	Not Available
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	banvit.com / Kurumsal / Yatırımcı İlişkileri / Kurumsal Yönetim /
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.	As per Article 6 of the agenda, profit distribution offer has been discussed. According to the consolidated financial statements covering the accounting period between 01.01.2023-31.12.2023, prepared in accordance with the Capital Markets Board's “Communiqué on Principles of Financial Reporting in Capital Markets (II-14.1)” and audited by Eren Bağımsız Denetim A.Ş. (Grant Thornton), it is determined that the Company made net profit in the amount of TRY 951.965.590,00 (net profit in the amount of TRY 1.047.346.708,13 according to the TPL). In this context, it is resolved unanimously with affirmative votes of 91.782.506,818 shares not to distribute any profit in order to strengthen the financial structure of our Company and to avoid financing needs considering the Company Policy on Profit Distribution, long-term Group and Company strategies, investment and financing policies, profitability and cash situation.

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/tr/Bildirim/1290462
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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
14/05/2024	0	% 91,71	% 0,03	% 91,71	General Assembly	Not Available		41	https://www.kap.org.tr/tr/Bildirim/1290462

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.	banvit.com / Kurumsal / Yatırımcı İlişkileri /
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.	banvit.com / Kurumsal / Yatırımcı İlişkileri / Kurumsal Yönetim / Ortaklık Yapısı
List of languages for which the website is available	Turkish
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	" A. General Information - > 5) Information on the Board of Directors, Key Managers and Number of Personnel"
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	A. General Information -> 5) Information on the Board of Directors, Key Managers and Number of Personnel
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	A. General Information -> 5) Information on the Board of Directors, Key Managers and Number of Personnel
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	G. Other Information -> 2) Information on Legislative Changes That May Significantly Affect Company Operations
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	D. Activities and Significant Developments Regarding the Activities - > 6) Legal Subjects"
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the	G. Other Information -> 3) Information About Conflicts of Interest Between the Company and Institutions that

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	Provide Services to the Company on the Issues such as Investment Advisory and Ratings and Cautions Taken by the Company to Prevent These Conflicts"
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%	A. General Information -> 3) Shareholding Structure and Capital Structure
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	G. Other Information -> 4) Information on the Social Rights of Employees, Professional Training and Other Activities of the Company that Cause Communal and Environmental Consequences

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	Not available
The number of definitive convictions the company was subject to in relation to breach of employee rights	61
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Compliance Manager
The contact detail of the company alert mechanism	Phone Number : 8006210202 mail address : uyum@brf.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	Efforts are made to develop mechanisms and models that support the participation of stakeholders, especially Company employees, in the Company's management. Work will begin to include this information on the corporate website.
Corporate bodies where employees are actually represented	Not available
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	Appointments to be made for key executive positions are submitted to the approval of the Board of Directors by the senior management.
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.	Not available
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)

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.	Banvit / Kurumsal / İnsan Kaynakları
The number of definitive convictions the company is subject to in relation to health and safety measures	2
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Not available
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.	Adopting the principle of ensuring customer satisfaction, Banvit carries out activities based on the development and improvement of products and services in accordance with the laws in line with the changing demands and needs of its customers. It carries out these works with TSE Halal, ISO 9001:2008 Quality Management System, FSSC 22000 Food Safety Management System certifications. Banvit also carries out work on occupational health and safety in parallel with its production processes. Occupational Health and Safety studies aiming to prevent work accidents, occupational diseases and loss of workforce since 2013 have been carried out with ISO 45001 OHS Management System certification. It also carries out Sedex practices, which include ethical issues. Having fully integrated production systems, social Banvit, which fulfills its responsibilities and is sensitive to the environment, human health and employees, It also strives for the development of the

	environment in the social field.
Any measures combating any kind of corruption including embezzlement and bribery	Our holding company, BRF SA, encourages individuals to report a violation or potentially infringing practices. Complaints can be reported to the Transparency Channel on the corporate website and it is also possible to submit complaints via phone, website or email. BRF SA focuses on preventing and combating Money Laundering, Terrorist Financing and Corruption , and conducts its processes of working with Third Parties in line with these criteria.

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	Not available
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	There is no executive membership in the Board of Directors and there has been no delegation of authority.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
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	D. Activities and Significant Developments Regarding the Activities / 2) Internal Control System and Internal Auditing Activities
Name of the Chairman	Igor Fonseca Marti
Name of the CEO	Tolga Gündüz (General Manager)
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	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	Not available
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Not available
The number and ratio of female directors within the Board of Directors	1 person %12.5

Composition of Board of Directors

				Link To PDP Notification	Whether the Independent		

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	That Includes The Independency Declaration	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
Igor Fonseca Marti	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	20/02/ 2018	Not Independent Director	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Bruno Machado Ferla	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/10/ 2024	Not Independent Director	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Davide Luigi Vimercati	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/05/ 2017	Not Independent Director	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Fabio Luis Mendes Mariano	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/04/ 2022	Not Independent Director	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Feras Abdulaziz M H Al-Naama	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	22/05/ 2019	Not Independent Director	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Meral Kurdaş	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	09/05/ 2023	https://www.kap.org.tr/Bildirim/1149237	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Ali Ferda Elerman	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	09/05/ 2023	https://www.kap.org.tr/Bildirim/1149237	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Selim Taşo	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	09/05/ 2023	https://www.kap.org.tr/Bildirim/1149237	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	18
Director average attendance rate at board meetings	% 100
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	1-5 days
The name of the section on the corporate website that demonstrates information about the board charter	Banvit / Kurumsal / Esas Sözleşme
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Not available
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	A. General Information -> 5) Information on the Board of Directors, Senior Executives and Number of Personnel
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/845906

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)	-	Meral Kurdaş	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Ali Ferda Elerman	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Bruno Machado Ferla	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Selim Taşo	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Ali Ferda Elerman	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Meral Kurdaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Selim Taşo	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Selim Taşo	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Meral Kurdaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Ali Ferda Elerman	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)	banvit.com / Kurumsal Yönetim / Yönetim Kurulu Komiteleri
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)	banvit.com / Kurumsal Yönetim / Yönetim Kurulu Komiteleri
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)	The Corporate Governance Committee carries out the task of the Nomination Committee.
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)	banvit.com / Kurumsal Yönetim / Yönetim Kurulu Komiteleri
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)	The Corporate Governance Committee carries out the duties of the Remuneration Committee.
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)	-
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	banvit.com / Kurumsal Yönetim / Politikalar
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)	B. Financial Rights Given to Board Members and Executive Management / 1) Total Amount of Financial Rights like Attendance Fee, Wages, Bonus, Premium and Dividend Payments

Composition of Board Committees-II

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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
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 100	% 75	-	5
Denetim Komitesi (Audit Committee)	-	% 100	% 100	-	9
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 100	-	6