



## KAMUYU AYDINLATMA PLATFORMU

# TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. Corporate Governance Information Form 2024 - Annual Notification

### Summary

ofaş Corporate Governance Information Form

# 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	Above 170
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)	<a href="https://www.kap.org.tr/en/Bildirim/1254646">https://www.kap.org.tr/en/Bildirim/1254646</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	It is provided.
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 transactions that are not approved by the majority.
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)	None.
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)	<a href="https://www.kap.org.tr/en/Bildirim/1254648">https://www.kap.org.tr/en/Bildirim/1254648</a>
The name of the section on the corporate website that demonstrates the donation policy of the company	The Upper limit for the donations are determined during the General Assembly each year.
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/en/Bildirim/1274723">https://www.kap.org.tr/en/Bildirim/1274723</a>
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
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	General Assembly was open to the participation of stake holders
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.	There are no shares with voting privileges
The percentage of ownership of the largest shareholder	% 37,86
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 are no decrees in the articles of association regarding the scope of minority rights.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	In our company web-site <a href="https://www.tofas.com.tr/en/Pages/default.aspx">https://www.tofas.com.tr/en/Pages/default.aspx</a> under the "Investor Relations" tab, under the "Corporate Governance" section below the title "Corporate governance policies" <a href="https://www.tofas.com.tr/en/InvestorRelations/CorporateGovernance/Documents/Dividend-Policy.pdf">https://www.tofas.com.tr/en/InvestorRelations/CorporateGovernance/Documents/Dividend-Policy.pdf</a>
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.	It was decided to distribute dividends
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	It was decided 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
28/03/2024	0	% 80,77	% 0	% 0	Corporate Web Site - Investor Relations - Corporate Governance - General Assembly Meetings	Corporate Web Site - Investor Relations - Corporate Governance - General Assembly Meetings	None	0	<a href="https://www.kap.org.tr/en/Bildirim/1124611">https://www.kap.org.tr/en/Bildirim/1124611</a>

## 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.	In our company web-site <a href="https://www.tofas.com.tr/en/Pages/default.aspx">https://www.tofas.com.tr/en/Pages/default.aspx</a> under the "Investor Relations" tab, under the "Corporate Governance" section below the title "Corporate governance policies" <a href="https://www.tofas.com.tr/en/InvestorRelations/CorporateGovernance/Documents/Disclosure-Policy.pdf">https://www.tofas.com.tr/en/InvestorRelations/CorporateGovernance/Documents/Disclosure-Policy.pdf</a>
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.	In our company web-site <a href="https://www.tofas.com.tr/en/Pages/default.aspx">https://www.tofas.com.tr/en/Pages/default.aspx</a> under the "Investor Relations" tab, under the "Corporate Governance" section <a href="https://www.tofas.com.tr/en/InvestorRelations/CorporateGovernance/Pages/default.aspx">https://www.tofas.com.tr/en/InvestorRelations/CorporateGovernance/Pages/default.aspx</a>
List of languages for which the website is available	Turkish: <a href="https://www.tofas.com.tr/Pages/default.aspx">https://www.tofas.com.tr/Pages/default.aspx</a> English: <a href="https://www.tofas.com.tr/en/Pages/default.aspx">https://www.tofas.com.tr/en/Pages/default.aspx</a>
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	Declaration of Corporate Governance Principles and Compliance Report "

executives conducted out of the company and declarations on independence of board members	section under the title " Section V – Board of Directors
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	Declaration of Corporate Governance Principles and Compliance Report" section under the title " Section V – Board of Directors
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	Declaration of Corporate Governance Principles and Compliance Report" section under the title " Section V – 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	"Information on the Capital Structure and Shareholding of the Company" section
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	"Information on the Capital Structure and Shareholding of the Company" section
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	Declaration of Corporate Governance Principles and Compliance Report" section under the title " Section I – Declaration of Compliance with Corporate Governance Principles
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%	Declaration of Corporate Governance Principles and Compliance Report" section under the title " Section II – Rights to Vote and Minority Rights
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	"Corporate Social Responsibility" section

## 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Company has been acting according to Labour Law number 4857
The number of definitive convictions the company was subject to in relation to breach of employee rights	This information is deemed as confidential and is not shared with the public.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Tofaş Ethical Board
The contact detail of the company alert mechanism	etikkurul@tofas.com.tr
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	None
Corporate bodies where employees are actually represented	Various committees have been established to coordinate employee relations and employees also have representatives in each of these committees. However, no representative has been selected and/or assigned to coordinate relations directly with the employees except for the employee union relationships.
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Succession plan formed all key management positions, following the approval of CEO, The Chairman gives final approval.
	"In its personnel recruitment and hiring practices Tofaş makes use of techniques such as

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.

personality inventorying, competency-based interviews, foreign language proficiency exams, technical interviews, role-requirement analyses, presentations, and reference checks that will help it make the best and most appropriate choices among candidates. In the conduct of its recruitment processes, Tofaş ensures that announcements concerning vacant positions are visible among all Koç Group companies through the group's internal bulletin board system"

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.

All forms of discrimination be they based on language, race, gender, political affiliation, religious belief , or similar considerations are prohibited in the conduct of business and workplace relationships at Tofaş. Work agreements between the company and its employees may not incorporate any terms or conditions which, directly or indirectly, would subject an employee to prejudicial treatment on the grounds of gender or pregnancy at the time the agreement is entered into, while it is in effect, or when it is terminated except in cases where job-related risks, employee safety, or the

	requirements of law dictate otherwise. The principle of "Equal Pay For Equal Work" applies to everyone and no employee may be paid more or less based on their gender.
The number of definitive convictions the company is subject to in relation to health and safety measures	0
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	Company Web Site - Sustainability -Policies - Code of Ethics, Anti-Bribery and Corruption Policy
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.	Company Web Site - Sustainability
Any measures combating any kind of corruption including embezzlement and bribery	In the "Code of Ethics, Anti-Bribery and Corruption Policy" of the company: <a href="https://www.tofas.com.tr/en/Sustainability/Policies/Pages/default.aspx">https://www.tofas.com.tr/en/Sustainability/Policies/Pages/default.aspx</a>

## 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	None
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	None
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	14
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	Early Detection of Risk and Risk Management Committee Studies Department
Name of the Chairman	ÖMER MEHMET KOÇ
Name of the CEO	CENGİZ EROLDU
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	It is 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	Although there is director liability insurance, the cost is below the mentioned rate.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Unavailable
The number and ratio of female directors within the Board of Directors	1, %10

### 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
		Bağımsız üye değil (					

MEHMET ÖMER KOÇ	İcrada Görevli Değil (Non-executive)	Not independent director)	06/06/ 2016	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
SAMİR CHERFAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	08/11/ 2021	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
CENGİZ EROLDU	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	13/01/ 2015	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
İLKER ERDEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/03/ 2024	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
KENAN YILMAZ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/04/ 2015	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
POLAT ŞEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/03/ 2022	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
SILVIA VERNETTI BLINA	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	14/10/ 2022	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
GIORGIO FOSSATI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	18/02/ 2016	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
KUDRET ÖNEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/03/ 2024	-	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
GIANNI CODA	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/03/ 2024	-	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	In line with the Turkish Commercial Law and the related clauses of our Articles of Association, our Board of Directors convene physically when there is a necessity regarding the Company's operations. During the reporting period, no physical meeting was held due to Covid-19, while the decisions could be taken in accordance with the procedure determined in the Turkish Commercial Code Article 390 - Subclause 4.
Director average attendance rate at board meetings	% 100
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	There is no description on the subject. The timing is based on subjects and continuum of the items on the agenda.
The name of the section on the corporate website that demonstrates information about the board charter	In the Articles of Association which can be found in Company Web Site - Investor Relations - Corporate governance policies
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
4.5. Board Committees	
	"2018 Annual Report - Declaration of Corporate

Page numbers or section names of the annual report where information about the board committees are presented	Governance Principles and Compliance Report - 5.3. Number, Structure and Independency of Committees Formed under the Board of Directors section"
Link(s) to the PDP announcement(s) with the board committee charters	Corporate Governance Committee: <a href="https://www.kap.org.tr/tr/Bildirim/220675">https://www.kap.org.tr/tr/Bildirim/220675</a> Audit Committee: <a href="https://www.kap.org.tr/tr/Bildirim/202214">https://www.kap.org.tr/tr/Bildirim/202214</a> Early Risk Detection and Risk Management Committee: <a href="https://www.kap.org.tr/tr/Bildirim/238875">https://www.kap.org.tr/tr/Bildirim/238875</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
Denetim Komitesi (Audit Committee)		KUDRET ÖNEN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		GIANNI CODA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		GIANNI CODA	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		KUDRET ÖNEN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		POLAT ŞEN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		SILVIA VERNETTI BLINA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		AHMET TAŞANGİL	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		KUDRET ÖNEN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		GIANNI CODA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		POLAT ŞEN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		GIORGIO FOSSATI	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)	Corporate Governance Compliance Report, the Board of Directors section
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 Compliance Report, the Board of Directors section
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)	Duties are undertaken by the Corporate Governance 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)	Corporate Governance Compliance Report, the Board of Directors section
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)	Duties are undertaken by the Corporate Governance 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)	Under the sections "Chairman's Message" and "CEO's Assessment"
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Remuneration Policy for Top-Level Managers and Members of the Board of Directors
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)	Remuneration Policy for Top-Level Managers and Members of the Board of Directors

### 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	4	8
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 80	% 40	4	7
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 50	4	6