



## KAMUYU AYDINLATMA PLATFORMU

# KUZEY BORU A.Ş. Corporate Governance Information Form 2024 - Annual Notification

### Summary

2024 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	0
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
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/1268731">https://www.kap.org.tr/en/Bildirim/1268731</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes
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	Not available.
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	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/en/Bildirim/1278924">https://www.kap.org.tr/en/Bildirim/1278924</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	The participation of shareholders in the general assembly is regulated under Article 10 of our Articles of Association.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	In addition to the shareholders, the members of the Board of Directors and the representative of the

	independent audit firm attended the General Assembly.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	At ordinary and extraordinary general assembly meetings, each (A) Group share grants its holder or proxy 5 (five) voting rights. Each (B) Group share grants its holder or proxy 1 (one) voting right.
The percentage of ownership of the largest shareholder	% 30,4
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 none
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Governance / Policies / Dividend Distribution Policy
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
29/02/2024	0	% 76	% 76	% 0	-	-	-	0	<a href="https://www.kap.org.en/tr/Bildirim/1268731">https://www.kap.org.en/tr/Bildirim/1268731</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.	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 / About Kuzeýboru / Shareholding Structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	-
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	OTHER MATTERS
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	GENERAL INFORMATION
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	OTHER MATTERS
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	THE COMPANY'S ACTIVITIES AND IMPORTANT DEVELOPMENTS RELATED TO THE ACTIVITIES
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	OTHER MATTERS

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%	THE COMPANY'S ACTIVITIES AND IMPORTANT DEVELOPMENTS RELATED TO THE ACTIVITIES
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	OTHER MATTERS

### 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	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	-
The contact detail of the company alert mechanism	-
<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	-
Corporate bodies where employees are actually represented	-
<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	The Board of Directors makes suggestions and recommendations in developing succession plans for key management positions.
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.	-
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.	-
The number of definitive convictions the company is subject to in relation to health and safety measures	-
<b>3.5. Ethical Rules and Social Responsibility</b>	

The name of the section on the corporate website that demonstrates the code of ethics	-
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.	-
Any measures combating any kind of corruption including embezzlement and bribery	-

## 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 implemented
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	-
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	-
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	-
Name of the Chairman	Mustafa TOPGAÇ
Name of the CEO	Bülent KARAMAN
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	They are 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	There is no executive insurance.
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	The number of female members is 2. / 25%

### 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 (Not)		-			Evet (Yes)



BÜLENT KARAMAN	İcrada görevli (Executive)	independent director)	31/12/ 2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	
MUSTAFA TOPGAÇ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/12/ 2020	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
DEMET KARAMAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/12/ 2020	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
HABİP ÖZBEK	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	03/08/ 2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
EMİNE SELDÜZ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	03/08/ 2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
AHMET KOYUN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/04/ 2024	<a href="https://www.kap.org.tr/en/Bildirim/1259711">https:// www.kap.org.tr/ en/Bildirim/ 1259711</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
SELİM ERDOĞAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/04/ 2024	<a href="https://www.kap.org.tr/en/Bildirim/1259711">https:// www.kap.org.tr/ en/Bildirim/ 1259711</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
ÜNSAL SÖZBİR	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/04/ 2024	<a href="https://www.kap.org.tr/en/Bildirim/1259711">https:// www.kap.org.tr/ en/Bildirim/ 1259711</a>	Değerlendirilmedi (Not 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	38
Director average attendance rate at board meetings	% 99
Whether the board uses an electronic portal to support its work or not	Hayır (No)
	<p>Agenda items are prepared and presented to members in advance, allowing them to examine and evaluate the issue. Google Çeviri'de aç ? Geri bildirim Google Çeviri Google <a href="https://translate.google.com">https://translate.google.com</a> ? ... Google'ın ücretsiz olarak sunulan hizmeti, İngilizce ile 100'den fazla dil arasında kelime, ifade ve web sayfalarını anında çevirebilir. Oturum açın Google'ın ücretsiz olarak sunulan hizmeti, İngilizce ile 100'den ... İngilizce Google'ın ücretsiz olarak sunulan hizmeti, İngilizce ile 100'den ... Çevir Google Çeviri ile dünyanızı anlayın ve farklı dillerde iletişim kurun ... Resimlerdeki metni çevirme Küçük yazılmış, net olmayan veya stilize edilmiş metinlerin çevirisi ... Google Translate Yardım Google Çeviri uygulamasıyla 200'den fazla dilde metin, el yazısı ... <a href="https://google.com">google.com</a> alanından daha fazla sonuç » Google Çeviri Google</p>

Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter

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sunulan hizmeti, İngilizce  
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dillerden çevrimiçi  
ücretsiz çift yönlü çeviri  
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sayfalarını ve hatta  
görseldeki ... Google  
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<https://apps.apple.com> ?  
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	<p>terimleri çevir ve farklı aksanlarda sesli dinleme. translation çeviri translation agency çeviri bürosu ... Kullanıcıların yaptığı diğer aramalar Hatasız çeviri Resimden çeviri çeviri yandex. ingilizce türkçe çeviri doğru düzgün yandex. Cambridge çeviri Türkçe İngilizce çevir Tureng ingilizce türkçe çeviri fotoğraflı yandex. 1 2 3 4 5 6 7 8 9 10 Sonraki Monica Monica Sonuçlar kişiselleştirilmiş - Kişiselleştirme olmadan deneyin Türkiye 68100, Aksaray Merkez/Aksaray - Yerlerinize dayalı olarak ( İş) - Konumu güncelle YardımGeri bildirim gönderGizlilikŞartlar</p>
The name of the section on the corporate website that demonstrates information about the board charter	-
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Although there is no policy or limit set in this regard, the upper limit specified in the "ğ" sub-article of Article 4.3.6 of the CMB Corporate Governance Principles has been adopted specifically for our Independent Board Members.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	OTHER MATTERS
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/en/Bildirim/1286135">https://www.kap.org.tr/en/Bildirim/1286135</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)		Ünsal Sözbir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Selim Erdoğan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Selim Erdoğan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ünsal Sözbir	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Emine Aytaç	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ünsal Sözbir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Prof.Dr. Ahmet Koyun	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Habip Özbek	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Committee)	Prof.Dr. Ahmet Koyun	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Committee)	Selim Erdoğan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Committee)	Emine Seldüz	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)	Investor Relations / Corporate Governance / Board Committees / Audit Committee Working Principles
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 )	Investor Relations / Corporate Governance / Board of Directors Committees / Corporate Governance Committee Working Principles
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)	Investor Relations / Corporate Governance / Board of Directors Committees / Corporate Governance Committee Working Principles
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 )	Investor Relations / Corporate Governance / Board of Directors Committees / Early Detection of Risk Committee Working Principles
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)	Investor Relations / Corporate Governance / Board of Directors Committees / Corporate Governance Committee Working Principles
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)	THE COMPANY'S ACTIVITIES AND IMPORTANT DEVELOPMENTS RELATED TO THE ACTIVITIES

Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance / Policies / 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 RIGHTS PROVIDED TO BOARD MEMBERS AND SENIOR MANAGERS

#### 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	1	1
Kurumsal Yönetim Komitesi ( Corporate Governance Committee)		% 100	% 67	1	1
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		% 67	% 67	1	1
Diğer (Other)	Sürdürülebilirlik Komitesi ( Sustainability Committee)	% 67	% 67	1	1