



KAMUYU AYDINLATMA PLATFORMU

NUROL GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

Corporate Governance Information Form 2024



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	None
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	None
The number of special audit requests that were accepted at the General Shareholders' Meeting	None
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/1261417
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	None
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 such transaction
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 such transaction
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)	None
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations - Corporate Information
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/1038985
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	None
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There was no participation in the General Assembly meeting
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.	None
The percentage of ownership of the largest shareholder	% 46,65

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.	None
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations - Corporate Information
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.	In accordance with the Dividend Distribution Communiqué No. II-19.1 of the Capital Markets Board, to which our company is subject, there is no net distributable period profit in the legal records as of the end of 2023 (records maintained in accordance with the Tax Procedure Law).
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/1273002

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
16/04/2024	0	% 62,51	% 0,02	% 62,49	Investor Relations - General Assembly Data	Investor Relations - General Assembly Data	-	23	https://www.kap.org.tr/tr/Bildirim/1261417

2. DISCLOSURE AND TRANSPARENCY

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2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	The "Corporate" and "Investor Relations" sections of the company website
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.nurolgyo.com/en/corporate/shareholders.html
List of languages for which the website is available	Turkish - 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	Annual Report - Board of Directors and Committees
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	Annual Report - 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	The Board of Directors - The Activities 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	None
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	Annual Report - Lawsuits filed against the Company
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	None

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%	None
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	Annual Report - Human Resources Approach

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	Investor Relations - Corporate Information - Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	None
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Corporate Governance Committee
The contact detail of the company alert mechanism	info@nurolgyo.com.tr
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	None
Corporate bodies where employees are actually represented	None
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	Company senior executives create necessary succession plans
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.	None
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.	None
The number of definitive convictions the company is subject to in relation to health and safety measures	None
3.5. Ethical Rules and Social Responsibility	

The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations - Corporate Information - 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.	Investor Relations - Corporate Information - Donation and Grant Policy
Any measures combating any kind of corruption including embezzlement and bribery	The Personnel Regulations and Code of Ethics include measures taken to combat of corruption.

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	Mehmet Oğuz ÇARMIKLI- Chairman of the Board, Saadet Ceyda ÇARMIKLI- Deputy Chairman of the Board, Semih KAYAALP- Member of the Board, NuroI İnşaat ve Ticaret A.Ş (Represented by Tarık ONGUN)
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	None
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 Internal Control
Name of the Chairman	MEHMET OĞUZ ÇARMIKLI
Name of the CEO	NURDOĞAN TOPUZ
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The Chairman of the Board of Directors and the Chief Executive Officer 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	None
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None
The number and ratio of female directors within the Board of Directors	1 (%17)

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
MEHMET OĞUZ ÇARMIKLI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	17/02/ 2000		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
SAADET CEYDA ÇARMIKLI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	14/05/ 2012		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
NUROL İNŞAAT VE TİCARET ANONİM ŞİRKETİ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	11/12/ 2017		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
SEMİH KAYAALP	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	14/05/ 2012		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
METE GÜVENDİ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	16/04/ 2024	https://www.kap.org.tr/Bildirim/1261417	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
MUAMMER ÖZTÜRK	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	16/04/ 2024	https://www.kap.org.tr/Bildirim/1261417	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)

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	23
Director average attendance rate at board meetings	% 89
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	A specific time has not been defined. Before the meeting maximum effort is made to present information and documents to our members within a reasonable time.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations - Corporate Information - Article 12 of the Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There are no additional restrictions to the limitations contained in the legal legislation.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Annual Report - Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.nurolgyo.com/tr/yatirimci-iliskileri/bilgilendirme.html

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
Riskin Erken Saptanması Komitesi (METE GÜVENDİ	Evet (Yes)	

Committee of Early Detection of Risk)				Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		MUAMMER ÖZTÜRK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		METE GÜVENDİ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		MUAMMER ÖZTÜRK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		METE GÜVENDİ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		MUAMMER ÖZTÜRK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		AHMET BAŞAR GÖGEN	Hayır (No)	Yönetim kurulu üyesi değil (Not 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)	Annual Report - 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)	Annual Report - 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)	Annual Report - 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)	Annual Report - 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)	Annual Report - Committees
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)	Annual Report-Financial Situation
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations - Corporate Information - 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)	Annual Report - Benefits Provided to 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
Riskin Erken Saptanması Komitesi (

Committee of Early Detection of Risk)	% 100	% 100	6	6
Denetim Komitesi (Audit Committee)	% 100	% 100	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	% 100	% 67	3	3