



KAMUYU AYDINLATMA PLATFORMU

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

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	In 2024, four webcast meetings were organized to share the financial results for the year-end 2023 and three quarters of 2024.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There has been no request for the appointment of a special auditor during the period .
The number of special audit requests that were accepted at the General Shareholders' Meeting	No special auditor was requested at the General Assembly 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/1263676
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The documents of the General Assembly Meeting are not published simultaneously in English .
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 within the scope of Principle 1.3.9.
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)	There is no transaction of this nature.
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)	https://www.kap.org.tr/tr/Bildirim/1263358
The name of the section on the corporate website that demonstrates the donation policy of the company	It is available on our Company's corporate website at www.prysmian.com.tr under the heading ?Our Policies? under the Investor Relations section.

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/1263676
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	There is no article in the articles of association regulating the participation of stakeholders in the general shareholders' meeting.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The General Assembly was attended by the shareholders and their representatives, members of the Board of Directors, the General Manager, the company auditor and the personnel who made the preparations for 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.	None.
The percentage of ownership of the largest shareholder	% 83,75
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	It is available on our Company's corporate website at www.prysmian.com.tr under the heading ?Our Policies? under the Investor Relations section.
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 the 2023 financial statements, no dividend distribution was made since there was no profit for the period.
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/1263676

General Assembly Meetings

									The link to the related PDP

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	general shareholder meeting notification
28/03/2024	0	% 83,86	% 0,11	% 83,75	It is available on our Company's corporate website at www.prysmian.com.tr under the heading ? General Assemblies? under the Investor Relations section.	It is available on our Company's corporate website at www.prysmian.com.tr under the heading ?General Assemblies? under the Investor Relations section.			https://www.kap.org.tr/tr/Bildirim/1263676

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 order to maintain our Company's relations with shareholders in a more effective and faster manner and to be in constant communication with shareholders, the ? Investor Relations? section of the corporate website at www.prysmian.com.tr is constantly updated as stipulated by the CMB Corporate Governance Principles.
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.	Based on the latest shareholder list reported to our company from the Central Registry Agency, there is no real person shareholder who owns more than 5% of the shares.
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	It is included in the Structure and Composition of the Board of Directors and Independent Members section of the annual report.
	It is presented in the Number, Structure and Independence of the

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	Committees of the Board of Directors section of the annual report
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	It is presented in the Number, Structure and Independence of the Committees of the Board of Directors section of the annual report
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	It is included in the Legal Disclosures section of the annual report.
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	It is included in the Legal Disclosures section of the annual report.
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	It is included in the Legal Disclosures section of the annual report.
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	It is included in the Corporate Social Responsibility section of the annual report.

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	It is available on our Company's corporate website at www.prysmian.com.tr under the heading "Our Policies" under the Investor Relations section.
The number of definitive convictions the company was subject to in relation to breach of employee rights	1
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	The whistle blowing mechanism initiated by the internal audit department is used.
The contact detail of the company alert mechanism	https://www.prysmian.com/en/about-us/ethics-integrity/whistleblowing
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	The principle is to keep all communication channels open for employees to participate in management and to eliminate any obstacles that may arise. There is a union organization in our company and our workers are members of the United Metal Workers Union. A suggestion box is used, and it has been made possible to collect suggestions regarding the company's activities and forward them to the senior management

	without discriminating between white collar and blue collar employees. Participation in management is supported through various working groups such as panels and workshops formed by employees at all levels of the company.
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	The Board of Directors is developing the 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.	It is available on our Company's corporate website at www.prysmiang.com.tr under the heading ?Our Policies? under the Investor Relations section.
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunuyor (There is 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.	Investor Relations / Our Policies / Human Resources Policy
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	It is available on our company's corporate website at www.prysmian.com.tr under the heading ? Ethical Values & Integrity ? in the About section.
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.	It is available on our Company's corporate website at www.prysmian.com.tr under the About Section.
Any measures combating any kind of corruption including embezzlement and bribery	https://tr.prysmian.com/tr/Company at the link.

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	Ms. Sarah Lynn Snyder, Deputy Chairman of the Board of Directors Sarah Lynn Snyder is unlimitedly authorized alone.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	5
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	It is presented in the Risk Management and Internal Control Mechanism section of the annual report.
Name of the Chairman	Halil İbrahim Kongur
Name of the CEO	-
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
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	Our Company has issued an insurance policy within the scope of Executive Liability Insurance to cover the members of the Board of Directors and senior executives for the damages they may cause to the company due to their faults during their duties. PDP link : https://www.kap.org.tr/tr/Bildirir/1357336
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

There are 3 people and the rate is 37.5%.

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
HALİL İBRAHİM KONGUR	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/03/2012		-	-	-
DANIELE LORENZO MAZZARELLA	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	02/09/2024		-	-	Evet (Yes)
MARCELO DEPAOLA	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/03/2024		-	-	Evet (Yes)
MARIA CRISTINA BIFULCO	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	08/07/2020		-	-	Evet (Yes)
GIACOMO SOFIA	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2023		-	-	Hayır (No)
EBGÜ SENEM DEMİRKAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	28/03/2024	https://www.kap.org.tr/tr/Bildirim/1263676	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
MEHMET GÖÇMEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	28/03/2024	https://www.kap.org.tr/tr/Bildirim/1263676	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
MİNE AYHAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/2020	https://www.kap.org.tr/tr/Bildirim/1263676	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	During the 2023 activity period, four physical meetings of the Board of Directors were held; 62.50% of the Board Members physically attended these meetings. Members who could not physically attend the meeting due to their agendas participated via online applications (Teams).
Director average attendance rate at board meetings	% 62,5
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	Information and documents related to the items on the agenda of the Board of Directors meeting are made available to the members of the Board of Directors in sufficient time prior to the meeting, ensuring equal flow of information . The exact time is not specified.
The name of the section on the corporate website that demonstrates information about the board charter	It is stated in Articles 8 and 9 of the Articles of Association within the Corporate Governance section under the Investor Relations section of the Company's corporate website at www.prysmian.com.tr .
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	

Page numbers or section names of the annual report where information about the board committees are presented	It is presented in the Number, Structure and Independence of the Committees of the Board of Directors section of the annual report.
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1357336 ; https://www.kap.org.tr/tr/Bildirim/258

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)	EBGÜ SENEM	DEMİRKAN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	MİNE	AYHAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	AYŞE ÇİĞDEM	ÇELİKBİLEK	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)	MEHMET	GÖÇMEN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	MİNE	AYHAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	EBGÜ SENEM	DEMİRKAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	MİNE	AYHAN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	EBGÜ SENEM	DEMİRKAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	MEHMET	GÖÇMEN	Hayır (No)	

Committee of Early
Detection of Risk)

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)	There are 3 people and the rate is 37.5%. It is included in the Operating Principles of the Board of Directors section of the annual report.
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)	Number, Structure and Independence of the Committees of the Board of Directors is presented in the section of the annual report.
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)	Number, Structure and Independence of the Committees of the Board of Directors is presented in the section of the annual report.
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)	Number, Structure and Independence of the Committees of the Board of Directors is presented in the section of the annual report.
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)	Number, Structure and Independence of the Committees of the Board of Directors is presented in the section of the annual report.
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)	It is included in the ? CEO's message? in the annual report.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	It is available on our Company's corporate website at www.prysmian.com.tr under the heading ?Our Policies? under the

	Investor Relations section.
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)	Benefits Provided to Senior Executives? in the Annual Report.

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	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 66,66	% 66,66	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	6	6