



KAMUYU AYDINLATMA PLATFORMU

YÜNSA YÜNLÜ SANAYİ VE TİCARET A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

2024 Corporate Governance Information Form



MERKEZİ KAYIT
İSTANBUL

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	The Company did not organize any investor conferences in 2024. Upon request from investment/portfolio companies, 7 meetings were organized at different times.
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)	https://www.kap.org.tr/tr/Bildirim/1275883
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	https://www.kap.org.tr/tr/Bildirim/1275883
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 is no transaction of this nature.
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)	We have no action under the relevant article.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate Governance / Donation and Aid Policy
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/425286
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	-
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There are no restrictions on participation.
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	% 57,88
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.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Governance / 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.	On May 24, 2024, it was decided to distribute dividends at the Ordinary General Assembly Meeting.
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 profit.

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
24/05/2024	0	% 58,098	% 0,213	% 57,885	Investor Relations / General Assembly Meetings	Investor Relations / Corporate Communications	None.	0	https://www.kap.org.tr/en/Bildirim/1290870

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 / Corporate Governance
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 / 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	Management / 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	Committees and Policies Section
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	Board of Directors / Operating Principles 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	There are no legislative changes that may have a significant impact on the Company's 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	Company Operations and Significant Developments Regarding Operations
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	There is no such situation

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%	There is no cross shareholding where the direct participation rate exceeds 5%.
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	Human Resources

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 Governance / Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	6
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Transactions that do not comply with the Company's code of ethics are reported to the "Ethics Committee".
The contact detail of the company alert mechanism	etik@yunsa.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	None
Corporate bodies where employees are actually represented	Relations with blue-collar personnel are carried out by worker representatives of the Turkish Textile, Knitting and Clothing Industry Workers' Union. There is no representative for white-collar personnel.
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	Our Company's Board of Directors established and approved a policy on this issue in 2024.
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.	Investor Relations / Corporate Governance / Diversity 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.	Investor Relations / Corporate Governance / Human Resources Policy
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	Career / Business 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.	Sustainability / Sustainability Reports
Any measures combating any kind of corruption including embezzlement and bribery	Investor Relations / Corporate Governance / Anti-Bribery and Anti-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	There is no delegation of authority.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	6
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	Risks and Assessment of the Governing Body
Name of the Chairman	Mustafa SÜRMEGÖZ
Name of the CEO	Mustafa SÜRMEGÖZ
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	https://www.kap.org.tr/tr/Bildirim/1143510
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	Members of the Board of Directors have group insurance for their liabilities. However, the amount does not exceed 25% of the Company's capital. No PDP announcement has been made regarding this.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Investor Relations / Corporate Governance / Diversity Policy
The number and ratio of female directors within the Board of Directors	None.

Composition of Board of Directors

Name, Surname	Whether Executive	Whether Independent	The First	Link To PDP Notification That Includes	Whether the Independent Director	Whether She/He is the Director Who	Whether The Director Has At Least 5 Years'
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of Board Member	Director Or Not	Director Or Not	Election Date To Board	The Independency Declaration	Considered By The Nomination Committee	Ceased to Satisfy The Independence or Not	Experience On Audit, Accounting And/Or Finance Or Not
Mustafa SÜRMEGÖZ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	26/11/2019	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Taha Adnan SÜRMEGÖZ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	14/04/2020	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Tamer SAKA	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/04/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ahmet Cevat ACAR	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	26/11/2019	https://www.kap.org.tr/tr/Bildirim/796178	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Ahmet YARIZ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	26/11/2019	https://www.kap.org.tr/tr/Bildirim/796178	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Cem Nuri TEZEL	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	24/05/2024	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	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	% 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	Depending on the meeting agenda, it is presented at most 1 week in advance.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Corporate Governance / Board Function Policy
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no restrictive policy on the subject.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Committees and Policies
Link(s) to the PDP announcement(s) with the board committee charters	-

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)		Ahmet Cevat ACAR	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Ahmet YARIZ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ahmet YARIZ	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Taha Adnan SÜRMEGÖZ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Tamer SAKA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Cem Nuri TEZEL	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		İnci TARI	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ahmet YARIZ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Tamer SAKA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Taha Adnan SÜRMEGÖZ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Cem Nuri TEZEL	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 / Committees / Audit Committee
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 / Committees / Corporate Governance Committee
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 duties of the Nomination Committee are carried out by the Corporate Governance Committee. It is mentioned in the Corporate Governance Committee section.
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 / Committees / Early Detection of Risk Committee
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 duties of the Remuneration Committee are carried out by the Corporate Governance Committee. It is mentioned in the Corporate Governance Committee section.
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)	None.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance / 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 Executives

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	9	9
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 100	% 20	6	6
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 25	6	6