



KAMUYU AYDINLATMA PLATFORMU

AKENERJİ ELEKTRİK ÜRETİM A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

Corporate Governance Report 2024



1. SHAREHOLDERS

Related Companies 0

Related Funds 0

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	During the year, 2 investor meetings were held with the participation of analysts and portfolio managers. A field visit was added to one of these investor meetings and the participants had the opportunity to visit Uluabat HEPP and Ayyıldız WPP. In addition, teleconference meetings were held following the announcement of financial results in the first and third quarter interim periods.
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/1268071
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Among the materials for the General Shareholders ' Meeting, financial statements and annual report were announced in English in Company's website.
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 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)	there is 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)	https://www.kap.org.tr/tr/Bildirim/1359835 https://www.kap.org.tr/tr/Bildirim/1360136

The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations/ Investor Policies/ Policy on Donations and Aids
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/433929
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Attendance to the general assembly meetings is stipulated under the Article 20 of the Articles of Association . Although there are no provisions pertaining to this matter in the Articles of Association, General Assembly meetings are held open to the public, as stated in the Company 's Internal Guidelines on Working Principles and Procedures of the General Assembly.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	No members of the media participated to the ordinary general assembly meeting for 2023 held on 03.05.2024. However employees of the company attended to the meeting as guests.
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	% 37,36
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/ Investor 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.	During the 2023 Ordinary General Assembly meeting, it was resolved not to distribute any dividend since there is a loss in our financial statements, prepared within the framework of the provisions of the Tax Procedure Law (TPL)

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/1281252
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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
03/05/2024	0	% 74,874	% 0,1515	% 74,723	Investor Relations/General Assembly	Investor Relations/General Assembly	10	15	https://www.kap.org.tr/tr/Bildirim/1268071

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.	Under the sections of "Corporate" and "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.	there is no real person shareholder own more than %5 of the shares.
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	142,143,144,145,146,147,148,149,152,153
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	157,158,159
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	156
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	173
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	173
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	173

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%	173
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	102,103,104,105,106,107,108,109,110,111,112,113,116,117,118,119,120,121,122,123,124,125,126,127,128,1

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	There is no policy regarding the protection of stakeholders' rights. Stakeholder's rights are protected in accordance with the ethical principles, legislation and mutual agreements.
The number of definitive convictions the company was subject to in relation to breach of employee rights	3 lawsuits finalized in 2024 regarding the breach of the rights of employees of our company and our company's subcontractors in which our company's has a joint responsibility as the primary employer.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Chairperson of the Board of Directors of Akenerji, Strategic Planning & Corporate Governance Director, HR & Business Support Director and Internal Audit Manager
The contact detail of the company alert mechanism	The stakeholders may notify via the Ethics Notification Line Company's transactions that are contrary to legislation or ethically inappropriate , if any, through an independent communication channel by telephone, e-mail, and website.
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	-

Corporate bodies where employees are actually represented	Akenerji Occupational Health and Safety Board, Akkök Occupational Health and Safety Board and Meetings on Increasing the Quality of Catering Service and Selection of Menu
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, prepares a succession plan for white collar employees within the scope of Talent Management carried out, determines key positions, review short, mid and long term substitutes for these positions periodically with the top management and HR Director by the delegation of the board of directors for this issue.
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.	Human Resources/ Human Resources 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.	Human Resources/ Human Resources Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	1 lawsuits finalized in 2024 filed by the employees of our company's subcontractors in which our company's has a joint responsibility as the primary employer.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations/ Investor Policies/Ethical Principles
The name of the section on the company website that demonstrates the corporate social responsibility report. If	Substainability

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

"The Company established Ethical Principles against all kinds of corruption, including bribery and extortion. The necessary awareness raising and control activities are coordinated by the Human Resources Department. Akenerji Ethics Reporting Line is an independent communication channel used by company employees as well as stakeholders to report unethical behavior, irregularities and situations contrary to ethical principles. This system ensures that notifications are managed in accordance with the privacy policy and allows notifications to be made both anonymously and openly . It also includes necessary protection mechanisms to ensure that people who report are not subjected to retaliation or mistreatment. This system, which is an important tool in protecting internal ethical standards, aims to create a business environment in accordance with basic ethical principles such as fair competition, respect for human rights and prevention of conflicts of interest."

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	21/02/2025
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	Delegation of duties was made among the board members by appointments of Özlem Ataunal as the chairperson and Tomas Pleskac as the vice-chairperson.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	In 2024, Company's internal control activities were carried out by Akenerji Internal Audit Department based on the audit and evaluations made within the annual internal audit plan. 4 audit reports were submitted to the committee in charge of audit within this scope.
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	174-175
Name of the Chairman	Özlem Ataunal
Name of the CEO	Serhan Gençer
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Even though The General Manager of the Company is a board member , the General Manager and the Chairperson of the Board of Directors are different persons.
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	https://www.kap.org.tr/tr/Bildirim/1340397

The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	"Female members constitute 25% of our Board of Directors, and the two female members of our Board of Directors are our Chairperson of the Board, Ms. Özlem ATAÜNAL and Independent Board Member, Ms. Demet ÖZDEMİR. It is one of our Company's aims to have at least 25% female representation on the Board of Directors and to raise this representation even further. Progress made with respect to this aim is monitored by our Board of Directors."
The number and ratio of female directors within the Board of Directors	The number of female directors within the Board of Directors is 2 and the ratio is 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
Mehmet KOCAOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/06/2023		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Tomas PLESKAC	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	13/05/2009		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Özlem ATAÜNAL	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	05/04/2017		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)					

Ondrej DVORAK	Non-executive) independent director)	Not independent director)	17/08/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Serhan GENÇER	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	04/01/2018		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Jaroslav MACEK	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/01/2018		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Demet ÖZDEMİR	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	12/04/2022	https://www.kap.org.tr/tr/Bildirim/1011045	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Libor KUDLACEK	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	26/03/2024	https://www.kap.org.tr/Bildirim/1262339	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	" A total of 5 board meetings were held in 2024; 1 of these was held via video conference and 4 of them were held by physical meeting. In 2 of the 4 physical board meetings , 1 board member was connected via video conference, and in the other 2 of the 4 physical board meetings, 2 board members were connected via video conference."
Director average attendance rate at board meetings	% 90
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	information and documentation for 5 board meetings held on 2024 were submitted to the members 7 days before the meetings dates on average.
The name of the section on the corporate website that demonstrates information about the board charter	Corporate/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 is no such policy
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	157,158,159
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/311241 https://www.kap.org.tr/tr/Bildirim/1088750

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)		Demet ÖZDEMİR	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Libor KUDLACEK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Demet ÖZDEMİR	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Libor KUDLACEK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Libor KUDLACEK	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Demet ÖZDEMİR	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ondrej DVORAK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Özge ÖZEN AKSOY	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)	158-159
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)	159
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)	159
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)	159
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)	159
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)	156
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/ Investor Policies/ Remuneration Policy for the Board of Directors and Top Level Managers
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)	156-157

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	7
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	4	6
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 50	1	2