



## KAMUYU AYDINLATMA PLATFORMU

# MOGAN ENERJİ YATIRIM HOLDİNG A.Ş. Corporate Governance Information Form 2024 - Annual Notification

### Summary

MOGAN ENERJİ YATIRIM A.Ş. 2025 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	None
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There was no demand for special auditor.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There was no demand for special auditor on the general assembly.
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/tr/Bildirim/1298721">https://www.kap.org.tr/tr/Bildirim/1298721</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Not offered.
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 operation in 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)	None
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)	<a href="https://www.kap.org.tr/tr/Bildirim/1360027">https://www.kap.org.tr/tr/Bildirim/1360027</a>
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations/ Corporate Governance/ Policies/Donation and Aid Policy
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/tr/Bildirim/1313697">https://www.kap.org.tr/tr/Bildirim/1313697</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	12
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	"Attendance table showing those who attended the 2023 Ordinary General Assembly Meeting held on 18.07.2024 can be found from the following link <a href="https://mogan.com.tr/">https://mogan.com.tr/</a>

	wp-content/themes/guris/files/hazir-bulunanlar-listesi.pdf"
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.	In Ordinary and Extraordinary General Assembly meetings, Group A shares give shareholders two voting rights each, and other group shares give shareholders one voting right each.
The percentage of ownership of the largest shareholder	% 39,135
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 Governance/ Policies/Profit Distrubition 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.	In the financial statements of our company prepared in accordance with the provisions of the Turkish Commercial Code (TTK), Corporate Tax Law, Income Tax Law and other legal regulations covering the activities of our company in 2023, it was decided by majority vote not to make any profit distribution since there was no net distributable profit for the 2023 accounting year according to the Tax Procedure Law legal records.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	<a href="https://www.kap.org.tr/tr/Bildirim/1313697">https://www.kap.org.tr/tr/Bildirim/1313697</a>

General Assembly Meetings

	The number of information requests received by the company regarding the	Shareholder participation rate	Percentage of shares	Percentage of shares	Specify the name of the page of the corporate website that contains the General Shareholders'	Specify the name of the page of the corporate website that contains all	The number of the relevant item or paragraph of General Shareholders'	The number of declarations by	The link to the related PDP general shareholder

General Meeting Date	clarification of the agenda of the General Shareholders' Meeting	to the General Shareholders' Meeting	directly present at the GSM	represented by proxy	Meeting minutes, and also indicates for each resolution the voting levels for or against	questions asked in the general assembly meeting and all responses to them	Meeting minutes in relation to related party transactions	insiders received by the board of directors	meeting notification
18/07/2024	0	% 89,24	% 10,97	% 78,27	Investor Relations/General Assembly/2023	Investor Relations/General Assembly/2023	None	0	<a href="https://www.kap.org.tr/tr/Bildirim/1313697">https://www.kap.org.tr/tr/Bildirim/1313697</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 / Company Informations / Stock and Bond Information / Corporate Governance / Financial Statements and Activity Reports / Reports and Presentations / IPO ( Initial Public Offerings)
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.	<a href="https://mogan.com.tr/wp-content/themes/guris/files/hissebilgileri_1.pdf">https://mogan.com.tr/wp-content/themes/guris/files/hissebilgileri_1.pdf</a>
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	Member of the Board & 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	General information/ 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	Financial Rights Provided to Board Members and Employees
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	None
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%	There is no reciprocal participation where the direct capital contribution 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	Occupational Health and Safety, Environment, Sustainability and Public Relations

### 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	There is no remedy or severance policy on the corporate website.
The number of definitive convictions the company was subject to in relation to breach of employee rights	0
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Personnel Directorate
The contact detail of the company alert mechanism	ikm@guris.com.tr
<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	Investor Relations/ Corporate Governance/ Policies/Human Resources Policy
Corporate bodies where employees are actually represented	Personnel Directorate
<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	It is closely monitored for the plan to be functional.
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/ Policies
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/ Policies
The number of definitive convictions the company is subject to in relation to health and safety measures	None
<b>3.5. Ethical Rules and Social Responsibility</b>	

The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations/ Corporate Governance/ Policies
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.	Company/Social Responsibilities
Any measures combating any kind of corruption including embezzlement and bribery	In the framework of Anti-Bribery and Anti-Corruption Policy our Company management takes the necessary measures in accordance with the Personnel Directorate to combat with all kinds 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	No performance evaluation was conducted for the Board of Directors.
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	<a href="https://mogan.com.tr/kurumsal/yonetim-kurulu/">https://mogan.com.tr/kurumsal/yonetim-kurulu/</a>
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	Company Activities and Important Developments Regarding the Activities - Information About the Company's Internal Control System and Internal Audit Activities and the Opinion of the Management Body on this Issue
Name of the Chairman	Tarık Aygün
Name of the CEO	Ali Karaduman
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	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 a Directors' and Officers' Liability Insurance policy; however, due to the high capital owned by the company, the policy amount does not exceed 25% of the company's capital. No KAP (Public Disclosure Platform) Disclosure was made.

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 Person, 11%

#### 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
Tarık Aygün	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	09/05/2008	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Ali Karaduman	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	07/04/2010	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)
Kaan Yamantürk	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	18/05/2023	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)
Orhan Barut	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	05/05/2011	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)
Derviş Koyuncu	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	02/03/2021	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Ümit Yamantürk	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	26/05/2009	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)
Rıza Kadirli	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	08/05/2012	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)

Eşref Ayaş	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	18/07/ 2024	<a href="https://www.kap.org.tr/tr/Bildirim/1298715">https:// www.kap.org.tr /tr/Bildirim/ 1298715</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Virma Sökmen	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	18/07/ 2024	<a href="https://www.kap.org.tr/tr/Bildirim/1298715">https:// www.kap.org.tr /tr/Bildirim/ 1298715</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	28
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	Although there is no written regulation, in practice it is informed atleast 7 days prior.
The name of the section on the corporate website that demonstrates information about the board charter	There is no regulation on the corporate website regarding how board meetings will be held.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Although it is not subject to specific rules for our non-independent Board Members to take on other duties outside our Company, they do not have any duties other than their natural duties in the institutions they represent and their natural duties in the organizations belonging to the institutions they represent. Our Board Members allocate sufficient time for the Company's affairs and use their authorities prudently and within the framework of good faith, with all the information needed to ensure the full performance of their duties.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	General Information-Committees

Link(s) to the PDP announcement(s) with the board committee charters

<https://www.kap.org.tr/tr/Bildirim/1298714>

#### 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)		Eşref Ayaş	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Virma Sökmen	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Virma Sökmen	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Eşref Ayaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Nergis Nevruz Dursun	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Virma Sökmen	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Eşref Ayaş	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)	Annual Report/General Information/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/General Information/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/General Information/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/General Information/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/General Information/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/Information on the Company's Sales during the Year, Efficiency, Income Generation Capacity, Profitability and Debt/Equity Ratio in Comparison with Previous Years, and Other Issues That Will Give an Idea About the Results of the Company's Activities and Future Expectations
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/Corporate Governance/Policies
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 Employees

**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	5	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 100	3	1
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 100	% 100	1	1