



KAMUYU AYDINLATMA PLATFORMU

AGROTECH YÜKSEK TEKNOLOJİ VE YATIRIM A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

Corporate Governance Information Form



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

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	An investor meeting has been organized.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There has been no request for a special auditor..
The number of special audit requests that were accepted at the General Shareholders' Meeting	There has been no request for a special auditor.
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/en/Bildirim/1312385
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Only the agenda items were presented 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	No announcement has been made since the transactions mentioned in the relevant item did not occur.
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 announcement has been made yet.
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)	No announcement has been made yet.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations - Policies
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/en/Bildirim/1323543
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	There is no provision in the articles of association regulating the participation of stakeholders in the general assembly.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Stakeholders who are legally required to attend have participated in the general assembly.

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.	Article 10 of the Articles of Association grants 5 votes to Group A shares, and there are 240,000,000 Group A shares. The Group A shares belong to Hümeyra Keskin, and the privileges granted to Group A shares are defined in the Company's Articles of Association.
The percentage of ownership of the largest shareholder	% 67,83
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.	It is not available.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations - Policies
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.	For the period from January 1, 2023, to December 31, 2024, the company has a net profit of 255,258,539.00 TL in the independent audited financial statements prepared in accordance with the Capital Markets Board's Communiqué No. II-14.1, and a net profit of 28,289,889.41 TL in its legal records. Accordingly , it has been submitted for approval that the period's profit be allocated as extraordinary reserves without distribution, in line with the profit distribution table attached.
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/en/Bildirim/1323543

General Assembly Meetings

		Shareholder participation rate	Percentage of shares					The number of declarations by	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	to the General Shareholders' Meeting	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	insiders received by the board of directors	general shareholder meeting notification
09/08/2024	0	% 76,58	% 75	% 1,58	Investor Relations - General Assembly Documents	Investor Relations - General Assembly Documents	There is no item or paragraph regarding related parties.	38	https://www.kap.org.tr/en/Bildirim/1323543

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
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 / Partnership Structure
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	Board of Directors / Independence Declarations
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	Board Members / 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	Board Members / Board Meetings
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	Regulatory Changes
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	Significant Lawsuits and Sanctions
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	Other Matters

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%	Other Matters
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	Corporate Policies / Human Resources Policy

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	https://agrotechgrup.com.tr/politikalar
The number of definitive convictions the company was subject to in relation to breach of employee rights	There are none.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Audit Committee
The contact detail of the company alert mechanism	info@agrotech.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	Not Available
Corporate bodies where employees are actually represented	Not Available
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 authorized in matters such as key executive positions or their dismissal.
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.	https://agrotech.com.tr/politikalar
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.	Not Available
The number of definitive convictions the company is subject to in relation to health and safety measures	No lawsuits have been filed regarding workplace accidents.
3.5. Ethical Rules and Social Responsibility	

The name of the section on the corporate website that demonstrates the code of ethics	https://agrotech.com.tr/politikalar
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.	Not Available
Any measures combating any kind of corruption including embezzlement and bribery	Not Available

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	Not Available
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 Board member with delegated authority.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	Does not exist
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	Audit Committee
Name of the Chairman	Hümeysra Keskin
Name of the CEO	Tevfik Çerçinli
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	Does not exist
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Does not exist
The number and ratio of female directors within the Board of Directors	3 People / 60%

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
		Bağımsız üye değil (

Hümeýra Keskin	İcrada görevli (Executive)	Not independent director)	07/09/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ayşe Bilun Keskin	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	07/09/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Zeynep Elvan Keskin	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	09/08/2024	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Zafer Aydın	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/06/2023	https://www.kap.org.tr/en/Bildirim/1312385	Değerlendirildi (Considered)	Evet (Yes)	Evet (Yes)
Sanlı Baş	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	09/08/2024	https://www.kap.org.tr/en/Bildirim/1312385	Değerlendirildi (Considered)	Evet (Yes)	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	56
Director average attendance rate at board meetings	% 99,98
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	Same Day
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	No restrictions have been placed on the other positions held by the members of the Board of Directors.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors / Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1242012

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)		Zafer Aydın	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Sanlı Baş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Zafer Aydın	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ayşe Bilun Keskin	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mustafa Ünal	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Zafer Aydınli	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ayşe Bilun Keskin	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)	Board of Directors / 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)	Board of Directors / 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)	Board of Directors / Committees / Corporate Governance Committee
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)	Board of Directors / 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)	Board of Directors / Committees / Corporate Governance Committee
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)	Investor Relations / Financial Statements
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://agrotech.com.tr/politikalar
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)	Rights Provided to Senior Executives 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	7	7

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	% 100	% 33,33	3	3
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 100	% 50	6	6