



## KAMUYU AYDINLATMA PLATFORMU

# TERA YATIRIM MENKUL DEĞERLER A.Ş. Corporate Governance Information Form 2025 - 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

<b>1. SHAREHOLDERS</b>	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	The company has refrained from organizing any investor conferences or meetings throughout the fiscal year.
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	No request for a special auditor has been filed.
The number of special audit requests that were accepted at the General Shareholders' Meeting	No request for a special auditor was made during the general assembly meeting.
<b>1.3. General Assembly</b>	
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/1432792">https://www.kap.org.tr/tr/Bildirim/1432792</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The documentation pertaining to the general assembly meeting was presented in Turkish.
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 such transaction exists.
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)	-
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)	-
The name of the section on the corporate website that demonstrates the donation policy of the company	Corporate Governance / Policies
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/1138804">https://www.kap.org.tr/tr/Bildirim/1138804</a>
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	It has been conducted in a publicly accessible manner.
<b>1.4. Voting Rights</b>	

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 general assembly meetings, each Class A share possesses five voting rights, whereas each Class B share carries only a single voting right.
The percentage of ownership of the largest shareholder	% 31,9
<b>1.5. Minority Rights</b>	
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.	Minority rights have not been expanded in terms of content or proportion via the articles of association.
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	Corporate Governance / 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.	<a href="https://www.kap.org.tr/tr/Bildirim/1138804">https://www.kap.org.tr/tr/Bildirim/1138804</a>
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/1442499">https://www.kap.org.tr/tr/Bildirim/1442499</a>

#### 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
27/05/2025	0	% 69,39	% 9,34	% 60,05	Investor Relations - Corporate Governance - General Assembly	Investor Relations - Corporate Governance - General Assembly	There is no agenda item regarding related parties for the general assembly.	60	<a href="https://www.kap.org.tr/tr/Bildirim/1442494">https://www.kap.org.tr/tr/Bildirim/1442494</a>

## 2. DISCLOSURE AND TRANSPARENCY

<b>2. DISCLOSURE AND TRANSPARENCY</b>	
<b>2.1. Corporate Website</b>	
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 / Ownership Structure
List of languages for which the website is available	Turkish/English
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
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	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 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	Additional Matters
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	Additional Matters
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	Additional Matters
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	Credit Ratings

<p>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%</p>	<p>Subsidiaries and Financial Investments</p>
<p>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</p>	<p>Human Resources</p>

## 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	The company is in full compliance with Labor Law, Employment Legislation, and Social Security Legislation regarding compensation. Other than this, there is no separate compensation policy.
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Audit Department
The contact detail of the company alert mechanism	iletisim@terayatirim.com
<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	-
Corporate bodies where employees are actually represented	Although no succession plan is in place, the Board of Directors conducts performance evaluations of key management personnel at specified intervals.
<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	On the corporate website : Investor Relations / Corporate Governance / Policies / Human Rights and Human Resources Policy.
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.	No employee stock ownership plan exists.
	Pay edindirme planı bulunmuyor (There isn't)

Whether the company provides an employee stock ownership programme	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.	On the corporate website : Investor Relations / Corporate Governance / Policies / Human Rights and Human Resources Policy.
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	Corporate Governance / Policies / Ethical Principles
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.	<a href="https://www.terayatirim.com/yatirimci-iliskileri/surdurulebilirlik/30">https://www.terayatirim.com/yatirimci-iliskileri/surdurulebilirlik/30</a>
Any measures combating any kind of corruption including embezzlement and bribery	The Audit Committee is within the scope of internal control system activities.

## 4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
<b>4.2. Activity of the Board of Directors</b>	
Date of the last board evaluation conducted	10.01.2025
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	Emre Tezmen, Gül Ayşe Çolak
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	-
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	Financial Position and Risk Management
Name of the Chairman	Emre Tezmen
Name of the CEO	EMİR MÜNİR SARPYENER
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	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Investor Relations / Corporate Governance / Policies / Diversity Policy
The number and ratio of female directors within the Board of Directors	There is 1 person. The ratio is 20%.

### 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 (Not)		-		Hayır (No)	Evet (Yes)

EMRE TEZMEN	İcrada görevli (Executive)	independent director	14/04/2023		Değerlendirilmedi (Not considered)		
GÜL AYŞE ÇOLAK	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	14/04/2023		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
EMİR MÜNİR SARPYENER	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	14/04/2023		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
KEREM ALKİN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	27/06/2025	<a href="https://www.kap.org.tr/tr/Bildirim/1452902">https://www.kap.org.tr/tr/Bildirim/1452902</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
KADİR BOY	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	14/04/2023		- Değerlendirildi (Considered)	Hayır (No)	Hayır (No)

## 4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	61
Director average attendance rate at board meetings	% 62
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	3
The name of the section on the corporate website that demonstrates information about the board charter	Principles regarding board of directors meetings have been determined by the company's articles of association, and there is no additional internal regulation.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no policy restricting members from taking on other duties outside of the company.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Board Committees
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/1138941">https://www.kap.org.tr/tr/Bildirim/1138941</a>

### 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)	-	KEREM ALKİN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi ( Audit Committee)	-	KADİR BOY	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	KADİR BOY	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	KEREM ALKİN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	ALPER GÜR	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	KEREM ALKİN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	KADİR BOY	Hayır (No)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Board Committees-II</b>	
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 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 )	Board 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)	Board 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 )	Board 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)	Board Committees
<b>4.6. Financial Rights</b>	
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)	Financial Indicators
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)	Policies

### 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
Kurumsal Yönetim Komitesi (					

Corporate Governance Committee)	-	% 67	% 67	6	6
Denetim Komitesi (Audit Committee)	-	% 100	% 100	6	6
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 100	6	6