



KAMUYU AYDINLATMA PLATFORMU

GÜNEŞ SİGORTA A.Ş.

Corporate Governance Information Form

2019 - Annual Notification

Summary

Corporate Governance Information Form 2019



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	0
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/766582
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	No, only Turkish documents were submitted in 2019.
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 in 2019.
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 in 2019.
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)	There is no such transaction in 2019.
The name of the section on the corporate website that demonstrates the donation policy of the company	https://www.gunessigorta.com.tr/bagis-ve-yardim-politikasi
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	Donation policy was announced at https://www.kap.org.tr/tr/Bildirim/809399 PDP and will be presented for approval at the General Shareholders' Meeting to be held in 2020.
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 at Articles of Association on participation of stakeholders to the General Shareholders' Meeting yet. Article 16 on Articles of Association will

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	shareholder meeting notification
25/06/2019		% 83,02	% 0,18	% 82,84	https://www.guinessigorta.com.tr/toplanti-tutanak	https://www.guinessigorta.com.tr/toplanti-tutanak	Bulunmamaktadır	48	https://www.kap.org.tr/tr/Bildirim/766582

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.	"About Us" and "Investor Relations" sections are under the "Corporate Information" section on the web.
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.	https://www.gunessigorta.com.tr/ortaklik-yapisi
List of languages for which the website is available	It is prepared in Turkish and partially in 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	2019 Annual Report Pg. 32-33
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	2019 Annual Report Pg. 121
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	2019 Annual Report Pg. 34-35
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	2019 Annual Report Pg. 55
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	2019 Annual Report Pg. 126
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	2019 Annual Report Pg. 126

taken by the corporation in order to avoid from these conflicts of interest	
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%	2019 Annual Report Pg. 126
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	2019 Annual Report Pg. 96-100

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://www.guessigorta.com.tr/tazminat-politikasi
The number of definitive convictions the company was subject to in relation to breach of employee rights	28 trial cases have been concluded.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Department of Inspection Board.
The contact detail of the company alert mechanism	https://www.guessigorta.com.tr/etik-ilkeler page 3.10 Notification of Inconveniency Section
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	https://www.guessigorta.com.tr/insan-kaynaklari-politikasi
Corporate bodies where employees are actually represented	Our company employees represent BASS (Banka ve Sigorta İşçileri Sendikası).
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	It is under the authority of the General Manager.
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://www.guessigorta.com.tr/insan-kaynaklari-politikasi
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.	https://www.guessigorta.com.tr/etik-ilkeler sayfasında 3.5 Çıkar Çatışmaları bölümü

The number of definitive convictions the company is subject to in relation to health and safety measures	None.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	https://www.gunessigorta.com.tr/etik-ilkeler
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.	https://www.gunessigorta.com.tr/surdurulebilirlik
Any measures combating any kind of corruption including embezzlement and bribery	https://www.gunessigorta.com.tr/etik-ilkeler sayfasında 3.5 Çıkar Çatışmaları bölümü

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	31.01.2020
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	Abdi Serdar ÜSTÜNSALİH - Yönetim Kurulu Başkanı, Muhammet Lütfü ÇELEBİ - Yönetim Kurulu Başkan Vekili
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	7
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	2019 Annual Report Pg .125
Name of the Chairman	Abdi Serdar ÜSTÜNSALİH
Name of the CEO	Atilla BENLİ
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Chairman and CEO are separate individuals.
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	KAP announcement is not 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	0

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
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Abdi Serdar ÜSTÜNSALİH	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/04/2016	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Muhammet Lütfü ÇELEBİ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	17/12/2018	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mikail HİDİR	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/06/2019	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Hasan EMRE	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	02/04/2018	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Alparslan ŞAHİN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/06/2019	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Serhat YANIK	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/06/2019	Not declared.	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mustafa ERGEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/06/2019	Not declared.	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Atilla BENLİ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	16/01/2019	-	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 board meetings in the reporting period (meetings in person)	41
Director average attendance rate at board meetings	% 97,26
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	7
The name of the section on the corporate website that demonstrates information about the board charter	https://www.gunessigorta.com.tr/ana-sozlesme
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 of board members covering the number of external duties.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	2019 Annual Report Pg .120
Link(s) to the PDP announcement(s) with the board committee charters	The working principles of the committees are set out in article 14 of the articles of association and the relevant article has been approved at the general meeting dated. https://www.kap.org.tr/tr/Bildirim/268985

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)		Serhat YANIK	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Denetim Komitesi (Audit Committee)		Mustafa ERGEN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Serhat YANIK	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mikail HIDIR	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Fulden PEHLİVAN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Serhat YANIK	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Hasan EMRE	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		S. Buğra SÜRÜEL	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)	https://www.guessigorta.com.tr/komiteler
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)	https://www.guessigorta.com.tr/komiteler
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)	https://www.guessigorta.com.tr/komiteler
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)	https://www.guessigorta.com.tr/komiteler
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)	https://www.guessigorta.com.tr/komiteler
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)	2019 Annual Report Pg. 16-17, Pg. 58-78, Pg. 131-134
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://www.guessigorta.com.tr/ucretlendirme-politikasi
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)	2019 Annual Report Pg. 126

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	22	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	% 67	% 33	8	8
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 67	% 33	6	6