



KAMUYU AYDINLATMA PLATFORMU

AYGAZ A.Ş.
Corporate Governance Information Form
2019 - Annual Notification

Summary

Aygaz A.Ş. 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	Near 70 investors and analysts were informed through one to one meetings, teleconferences and 2 webcasts were broadcasted on earnings periods.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
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/741470
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Provided
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/en/Bildirim/741497
The name of the section on the corporate website that demonstrates the donation policy of the company	The upper limit for donations are set in each year's General Shareholder's Meetings and the general framework for donations are specified in company's Articles of Association Item 3-o. However there is not a seperate donation policy.
	The PDP link related to the General

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	Shareholder's Meeting where the upper limit for donations are set: https://www.kap.org.tr/en/Bildirim/748914
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Item 14-a
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The General Assembly was made open to the public, including stakeholders and the media without the right to speak.
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	% 40,68
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- Corporate Overview and Governance- Policies and Principles- Dividend 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.	Dividend distributed.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

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
20/03/2019	0	% 86	% 0	% 86	Investor Relations- Corporate Overview and Governance- General Assembly	No questions asked.	-	0	https://www.kap.org.tr/en/Bildirim/748914

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- Stock ID and Investor Tools, Financial Tables, Annual Reports, Presentations, Material Disclosures, Corporate Overview and Governance
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- Corporate Overview and Governance- Shareholding Structure
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	Corporate Governance- Board of Directors- Executive Management and Statements of Independence of the Independent Board Members
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	Corporate Governance- Corporate Governance Principles Compliance Report- Number, Composition and Independence of Committees within the Board
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	Corporate Governance- Corporate Governance Principles Compliance Report- Operating Principles of the Board of Directors
	There are no amendments in the

<p>c) 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</p>	<p>legislation that affect the activities of the company significantly.</p>
<p>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</p>	<p>Corporate Governance- Legal Disclosures- Lawsuits and Sanctions</p>
<p>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</p>	<p>There is no such case.</p>
<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>There is no such case.</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>They are included under the main titles of Human Resources, Sustainable Growth and Social Responsibility.</p>

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	Corporate- Career at Aygaz- Human Resources Practices
The number of definitive convictions the company was subject to in relation to breach of employee rights	21
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Audit Manager
The contact detail of the company alert mechanism	https://aygaz.com.tr/en/corporate/aygaz-call-center , https://aygaz.com.tr/en/corporate/contact-us
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	Investor Relations- Corporate Overview and Governance- Corporate Governance Reports- Corporate Governance Compliance Reports- Stakeholders- Stakeholder Participation in Management
Corporate bodies where employees are actually represented	In our company, both unionized and non-unionized colleagues participate in the management with different methods and share their views. With the Employee Engagement Survey conducted every year, the opinion of each colleague is taken as an anonymous questionnaire in the form of open-ended responses . With various communication meetings

	, information about the company is shared with employees, dealers and other stakeholders and questions and comments of these stakeholders are taken.
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	A succession plan is created for all key management positions. This Succession Plan is finalized by submitting to the information of the Board of Directors following the approval 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.	Corporate- Career at Aygaz- Human Resources Policies and Ethical Principles. At Aygaz, the compliance with human rights and labour standards contained in the UN Global Compact signed by Koç Group, to which Aygaz is affiliated, is taken as a basis for all HR processes.
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.	Corporate- Career at Aygaz- Ethical Principles
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations- Corporate Overview and Governance- Policies and Principles- 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.	Corporate- Social Responsibility- Sustainability- Sustainability Reports

Any measures combating any kind of corruption including embezzlement and bribery

Investor Relations-
Corporate Overview and
Governance- Policies and
Principles- Under Ethical
Principles; Ethic Policies,
Code of Ethics and
Business Conduct for
Employees and
Countering Bribery and
Corruption

Board Member	Director Or Not	Director Or Not	Election Date To Board	The Independency Declaration	Considered By The Nomination Committee	Ceased to Satisfy The Independence or Not	Experience On Audit, Accounting And/Or Finance Or Not
Mustafa Rahmi Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/03/1996		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mehmet Ömer Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/03/1996		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Alexandre F.J. Picciotto	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	13/07/2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Dr.Bülent Bulgurlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	24/04/2008		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Levent Çakıroğlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/03/2015		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Yağız Eyüboğlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	04/04/2016		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Kutsan Çelebican	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	https://www.kap.org.tr/en/Bildirim/741470	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Kemal Ege Cansen	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	https://www.kap.org.tr/en/Bildirim/741470	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Dr.Şadan Kaptanoğlu Dikici	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	https://www.kap.org.tr/en/Bildirim/741470	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 board meetings in the reporting period (meetings in person)	3
Director average attendance rate at board meetings	% 93
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	There are no specifications about the deadline of the process. However the timing for the presentation of information and documents relevant to the agenda is managed considering the subject and the course of the agenda and in a timely manner.
The name of the section on the corporate website that demonstrates information about the board charter	There is no determination in this direction.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no determination in this direction.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance- Corporate Governance Principles Compliance Report- Composition and Election of the Board of Directors, Number, Composition and Independence of Committees within the Board
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/749758 , https://aygaz.com.tr/en/investor-relations/committees

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)		Kutsan Çelebican	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Dr. Şadan Kaptanoğlu Dikici	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Kutsan Çelebican	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Yağız Eyüboğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ferda Erginoğlu	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Dr. Şadan Kaptanoğlu Dikici	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Dr. Bülent Bulgurlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Executive Committee	Mustafa Rahmi Koç	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Executive Committee	Mehmet Ömer Koç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Executive Committee	Yıldırım Ali Koç	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Executive Committee	Alexandre F.J. Picciotto	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Executive Committee	Caroline Nicole Koç	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
<p>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)</p>	<p>Corporate Governance- Corporate Governance Principles Compliance Report- Composition and Election of the Board of Directors, Number, Composition and Independence of Committees within the Board</p>
<p>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)</p>	<p>Corporate Governance- Corporate Governance Principles Compliance Report- Composition and Election of the Board of Directors, Number, Composition and Independence of Committees within the Board</p>
<p>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)</p>	<p>Corporate Governance Committee carries out the duties of the Nomination Committee. Corporate Governance- Corporate Governance Principles Compliance Report- Composition and Election of the Board of Directors, Number, Composition and Independence of Committees within the Board</p>
<p>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)</p>	<p>Corporate Governance- Corporate Governance Principles Compliance Report- Composition and Election of the Board of Directors, Number, Composition and Independence of</p>

	Committees within the Board
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)	Corporate Governance Committee carries out the duties of the Remuneration Committee. Corporate Governance- Corporate Governance Principles Compliance Report- Composition and Election of the Board of Directors, Number, Composition and Independence of Committees within the Board
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)	Report of the Board of Directors and Chairmans Message
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations- Corporate Overview and Governance- Policies and Principles- Compensation Policy
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)	Remuneration Policy for the Board of Directors and Senior Management- Notes to the consolidated financial statements - Note 31

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	9	9
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 67	% 33	5	5

Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 50	7	7
Diğer (Other)	Executive Committee	% 100	% 0	12	12