

# Corporate Governance Compliance Report and Corporate Governance Information Form

## I. CORPORATE GOVERNANCE COMPLIANCE REPORT (CRF)

	Yes	Partial	No	Exempted	Not Applicable	Explanation
<b>1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS</b>						
1.1.2 - Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
<b>1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION</b>						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					
<b>1.3. GENERAL ASSEMBLY</b>						
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7 - Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the Company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					X	There was no such transaction notification.
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions		X				In the agenda of the Ordinary General Assembly held in 2023 for the 2022 operating period, a separate item was included to inform shareholders about donations and aid, but no separate information was provided about the beneficiaries of donations and aid. General information on the amounts of these donations and aid was provided during the General Assembly. More detailed information on donations and aid is planned to be shared in subsequent General Assemblies.
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X					

	Yes	Partial	No	Exempted	Not Applicable	Explanation
<b>1.4. VOTING RIGHTS</b>						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2 - The company does not have shares that carry privileged voting rights.	X					
1.4.3 - The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					X	The Company does not have a cross-ownership relationship that brings in a controlling relationship.
<b>1.5. MINORITY RIGHTS</b>						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			Minority rights have not been extended to those who own less than one-twentieth of the outstanding shares in the Articles of Association, and in line with general practices, minority rights are vested within the framework of the general provisions of the regulations. Article 21 of the Company's Articles of Association, titled Minority Rights, governs minority rights; however, there is no extension of these rights. The Company follows best practice examples and does not foresee any changes to the current structure in the near future.
<b>1.6. DIVIDEND RIGHT</b>						
1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X					
1.6.2 - The dividend policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X					
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the Company.	X					

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	Yes	Partial	No	Exempted	Not Applicable	Explanation
<b>1.7. TRANSFER OF SHARES</b>						
1.7.1 - There are no restrictions preventing shares from being transferred.	X					
<b>2.1. CORPORATE WEBSITE</b>						
2.1.1 - The company website includes all elements listed in Corporate Governance Principle	X					
2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X					Although the shareholding structure is given in the Company Information title of the Investor Relations section in the corporate website, the changes in shareholding structure resulting from transactions in Borsa Istanbul within the scope of Article 12 of the Communiqué on Material Events Disclosure are followed and updated by MKK (Central Registry Agency). The Company's corporate website also provides a link to the shareholding structure on the PDP.
2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.		X				All information that could affect the investment decisions of foreign investors, except for interim financial reports, is available in English on the corporate website. In the upcoming period, it is planned to publish the financial statements of interim reports in English as well.
<b>2.2. ANNUAL REPORT</b>						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the Company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					
<b>3.1. CORPORATION'S POLICY ON STAKEHOLDERS</b>						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the Company's website.	X					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	X					

	Yes	Partial	No	Exempted	Not Applicable	Explanation
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
<b>3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT</b>						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.			X			The determination of employee participation in management in the Company's internal regulations will be evaluated in the future. In 2023, an employee engagement and satisfaction survey was conducted by an independent firm. The survey is expected to contribute to this matter, and it is planned to be repeated periodically.
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					
<b>3.3. HUMAN RESOURCES POLICY</b>						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.		X				The Company's current practices related to employment offer equal opportunities, and the Company's Code of Ethics includes basic principles related to equal opportunity under the sections "Regarding Employees" and "Regarding Conflict of Interest." Succession planning for key management positions is partially in place, and efforts to develop and formalize these procedures will be evaluated in future periods. To ensure consistency in practices, the procedures of the main shareholder, Global Investment Holdings Group, are taken into account
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organizes trainings for employees.	X					
3.3.4 - Meetings have been organized to inform employees on the financial status of the Company, remuneration, career planning, education and health.	X					

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3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					Employees are informed by their managers of any decisions that may affect them. There is no union structure in our company. Thus, seeking the opinion of the related trade unions is irrelevant.
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7 - Measures (procedures, training, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.					X	There is no collective bargaining agreement in our company. There is no prohibitive regulation on the aforementioned issues.
3.3.9 - A safe working environment for employees is maintained.	X					
<b>3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS</b>						
3.4.1 - The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					
3.4.2 - Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					
<b>3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY</b>						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					

	Yes	Partial	No	Exempted	Not Applicable	Explanation
3.5.2 - The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					
<b>4.1. ROLE OF THE BOARD OF DIRECTORS</b>						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the Company, and that effective risk management is in place.	X					
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					
<b>4.2. ACTIVITIES OF THE BOARD OF DIRECTORS</b>						
4.2.1 - The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3 - The board has ensured the Company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chair and Chief Executive Officer are separated and defined.	X					
4.2.7 - The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					

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4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					In return for the damages to be caused to the Company by the faults of the members of the Board of Directors during their duties, the controlling shareholder of the Company, Global Investment Holdings has taken out a Directors & Officers Liability Insurance to cover our Company as well. The annual insurance limit exceeds 25% of the Company's capital.
<b>4.3. STRUCTURE OF THE BOARD OF DIRECTORS</b>						
4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.	X					
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
<b>4.4. BOARD MEETING PROCEDURES</b>						
4.4.1 - Each board member attend the majority of the board meetings in person.	X					
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X					
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.					X	Although there is the possibility to present an opinion in such a case, there has not been any notification made by the Board of Directors members who could not attend the meetings in the relevant period.
4.4.4 - Each member of the board has one vote.	X					
4.4.5 - The board has a charter/ written internal rules defining the meeting procedures of the board.	X					
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include the director's dissenting opinions if any.	X					

	Yes	Partial	No	Exempted	Not Applicable	Explanation
4.4.7 - There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.			X			Board members are not restricted from assuming other duties outside the Company since their work and sectoral experience contribute significantly to the Board of Directors. However, the resumes of the board members are provided to shareholders in the annual report. Considering the effective work of the Board of Directors, no change is foreseen in the short term to the current practice, as it is not viewed to impose any corporate governance challenges.
<b>4.5. BOARD COMMITTEES</b>						
4.5.5 - Board members serve in only one of the Board's committees.			X			Board Members may serve on more than one committee as per the Corporate Governance Communiqué, considering the number of committees required and the knowledge and experience of the members. Those members who assume duties in more than one committee ensure communication between committees working on related issues and increase opportunities for cooperation. Considering the efficient work of the Board Members with the contribution of their knowledge and experience, the current committee structure facilitates effective work, and no changes are anticipated in the near future.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	X					
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	There is no consultancy service received in this direction.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					



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<b>4.6. FINANCIAL RIGHTS</b>						
4.6.1 - The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	X					
4.6.4 - The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favor of them.	X					
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.			X			Payments made to the Board members and senior executives are disclosed to the public collectively at the Ordinary General Assembly, in the notes to the financial statements, and in the annual report, in line with general practices. General market practices on this issue, which are considered important in terms of the confidentiality of personal information, are closely monitored and it is anticipated that the Company will act in parallel with common practices.

## II. CORPORATE GOVERNANCE INFORMATION FORM

<b>1. SHAREHOLDERS</b>	
<b>1.1. Facilitating the Exercise of Shareholders Rights Number of investor conferences and meetings organized by the Company throughout the year</b>	In 2023, as part of two multi-participation teleconferences, analysts and fund managers were informed about our financials and operational developments for the year-end and first half of the year. Additionally, three analyst meetings were held, approximately 40 questions received via e-mail from our individual investors were answered, and more than 150 investors were informed over the phone.
<b>1.2. Right to Obtain and Examine Information</b>	
Number of special auditor requests	-
The number of special audit requests that were accepted at the General Shareholders' 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/2229882">https://www.kap.org.tr/tr/Bildirim/2229882</a>
Whether the documents related to the general assembly meeting are presented in Turkish and in English at the same time.	Not presented.
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 2023.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	There were no transactions in this scope within 2023.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	There were no transactions in this scope within 2023.
The name of the section on the corporate website that demonstrates the donation policy of the Company	Investor Relations / Corporate Governance / Policies and Code of Ethics / Donation and Aid Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved.	Notification regarding the last general assembly meeting where the upper limit for donations and aid is approved is available at <a href="https://www.kap.org.tr/tr/Bildirim/1146895">https://www.kap.org.tr/tr/Bildirim/1146895</a> and Minutes of the general assembly meeting where the company's Donation and Aid Policy is approved is available at <a href="https://www.kap.org.tr/tr/Bildirim/1048194">https://www.kap.org.tr/tr/Bildirim/1048194</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 10
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Although the General Assembly was held open to the public, including the stakeholders and the press, without the right to speak in accordance with the articles of association, there was no participation thereby other than the shareholders.

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<b>1.4. Voting Rights</b>	
Whether the shares of the Company have differential voting rights	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	50.99%
<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	No
If yes, specify the relevant provision of the articles of association.	Although Article 21, titled Minority Rights, in the Company's articles of association regulates minority rights, there is no extension to these rights.
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Governance / Policies and Code of Ethics / 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.	Agenda Item 9: Shareholders were informed about the profit distribution for the accounting period ending on 31.12.2022. Although the solo/ statutory financials, maintained within the scope of tax legislation and in accordance with the Uniform Chart of Accounts published by the Ministry of Finance, show a net profit of TRY 7,137,891.30 for the accounting period ending on 31.12.2022, it was presented to the shareholders at the General Assembly that no profit could be distributed. This was due to the fact that, after offsetting the net profit of TRY 46,979,795 in the consolidated financial statements prepared in accordance with the regulations of the Capital Markets Board against our Company's previous years' loss of TRY 57,807,845, there was no distributable profit remaining.
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/1146895">https://www.kap.org.tr/tr/Bildirim/1146895</a>

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
May 4, 2023	0	68.84%	0.0052 %	68.84%	It is in the Minutes section of the 2022 Ordinary General Assembly in the Investor Relations / Corporate Governance / General Assembly Meetings section	It is in the Minutes section of the 2022 Ordinary General Assembly in the Investor Relations / Corporate Governance / General Assembly Meetings section	Article 13	0	<a href="https://www.kap.org.tr/tr/Bildirim/1146895">https://www.kap.org.tr/tr/Bildirim/1146895</a>

<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.	Included in the Company Details, Corporate Governance, Reports, Information on Public Offering, Material Event Disclosures, Frequently Asked Questions sections in the Investor Relations section.
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/Company Details/ Shareholding Structure
List of languages for which the website is available	Turkish and English
<b>2.2. Annual Report</b> 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	Information on the Board of Directors, Senior Executives, and Personnel
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	Committees Established Under the Board of Directors and The Board's Assessment of the Effectiveness of 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	Number of Board Meetings Held During the Year and Attendance of Board Members to These 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	Information on Some of the Legislative Amendments that May Significantly Affect the Company's Activities
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	Information Regarding the Lawsuits Against the Company, which Could Affect Its Financial Situation and Activities, and Their Possible Consequences
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	Information on the Conflicts of Interest Between the Company and Its Service Providers Such As Investment Consultancy and Rating Companies, and the Measures Taken by the Company to Prevent Such 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%	There is no such situation regarding the Company's capital.
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	Sustainability and Corporate Governance Practices

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<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	Investor Relations / Corporate Governance / Policies and Code of Ethics / Compensation Policy for Employees
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)	Internal Audit and Control Unit
The contact detail of the Company alert mechanism.	etik@consusenerji.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	Internal regulations are not publicly available or accessible.
Corporate bodies where employees are actually represented	While employees from different teams directly participate in the Sustainability Committee as members, a "Sustainability Representative" was appointed from the relevant department and each affiliated partnership of the Company with a Committee decision taken in 2023. Employee representatives serving on the Occupational Health and Safety (OHS) Boards for power plants can share their opinions and suggestions. Similarly, the Energy Management Unit, composed of various Company employees at different levels, including facility managers, engineers, maintenance managers, and management representatives in our power plants, continues its work.
<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	The performance of key managers is regularly evaluated at regular intervals, and the development of a succession plan for these managerial positions will be discussed in the coming periods.
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.	The section under HR (Human Resources) main heading on the corporate website includes the subsections of HR Policy and Our Key Principles, Our Values, Our HR Practices and Recruitment while the section titled "Regarding the Employees" in the Code of Ethics document and the section titled "Hiring Policy" in Anti-Bribery and Corruption Policy, which can be accessed from the Investor Relations / Corporate Governance / Policies and Code of Ethics section of the website cover the relevant issues. Additionally, the personnel regulation prepared to inform the Group employees of the main shareholder Global Investment Holdings and its subsidiaries, about the issues evaluated under the Human Resources management and to determine the rules they are subject to, is available on the intranet site used within the Company.
Whether the Company provides an employee stock ownership programme	There is not 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.	The section under HR (Human Resources) main heading on the corporate website includes the subsections of HR Policy and Our Key Principles, Our Values, Our HR Practices and Recruitment while the section titled "Regarding the Employee" in the Code of Ethics document and, the section titled "Hiring Policy" in Anti-Bribery and Corruption Policy, which can be accessed from the Investor Relations / Corporate Governance / Policies and Code of Ethics section of the website, cover the relevant issues. Additionally, the personnel regulation prepared to inform the Group employees of the main shareholder Global Investment Holdings and its subsidiaries, about the issues evaluated under the Human Resources management and to determine the rules they are subject to, is available on the intranet site used within the Company.
Policies and Code of Ethics section of the website, cover the relevant issues. Additionally, the personnel regulation prepared to inform the Group employees of the main shareholder Global Investment Holdings and its subsidiaries, about the issues evaluated under the Human Resources management and to determine the rules they are subject to, is available on the intranet site used within the Company.	0

<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 and Code of Ethics
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.	The Sustainability Committee was established by the decision of the Board of Directors on 29.12.2022, and the Company's Sustainability Policy, also approved on that date, was published on the corporate website. The first Sustainability Report was published in 2023, providing detailed information on environmental, social, and corporate governance issues. This report is available on the corporate website under the title "Sustainability." In 2023, the Sustainability Committee continued its work with the active participation of employees from various teams. The "Sustainability Management and Sustainability Committee Duties and Working Principles," which govern the Company's processes across all operations and subsidiaries, as well as the actions of managers, employees, business partners, consultants, agencies, and suppliers involved in these processes, came into force in 2023 with the approval of the Board of Directors.
Any measures combating any kind of corruption including embezzlement and bribery.	The principles on these topics are covered in the Code of Ethics and Behavior, and the Anti-Bribery and Anti-Corruption Policy has been implemented as a requirement of the importance given to this issue, and a company whistle-blower line has been established to report those who violate the rules specified in the Policy or suspicious situations that may damage the Company's reputation.

<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
Date of the last board evaluation conducted	The performance evaluation for 2023 was carried out on March 14, 2024.
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	No delegation of authority has been made among the members of the board of directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	5
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	Information on Risks, Internal Control System and Internal Audit Activities and the Opinion of the Governing Body on These Matters
Name of Chair	Ayşegül Bensele
Name of CEO	Atay Arpacioğulları
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 Company's controlling shareholder, Global Yatırım Holding A.Ş., has obtained Directors' Liability Insurance to protect our Company against any damages that may be caused by the actions of Board of Directors members during the course of their duties. The annual insurance limit exceeds 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 and Ethics/ Female Board Member Target Policy.
The number and ratio of female directors within the Board of Directors	1 director, the rate is 14.3%

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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
Ayşegül Bensele	Executive	No	August 10, 2017	-	Irrelevant	Irrelevant	Yes
Serdar Kırmaz	Executive	No	August 22, 2014	-	Irrelevant	Irrelevant	Yes
Feyzullah Tahsin Bensele	Non-Executive	No	August 10, 2017	-	Irrelevant	Irrelevant	Yes
Mehmet Ali Deniz	Executive	No	January 4, 2022	-	Irrelevant	Irrelevant	Yes
Ercan Nuri Ergül	Non-Executive	No	August 10, 2017	-	Irrelevant	Irrelevant	Yes
Mustafa Karahan	Non-Executive	Independent Member	June 3, 2021	<a href="https://www.kap.org.tr/tr/Bildirim/1129882">https://www.kap.org.tr/tr/Bildirim/1129882</a>	Evaluated	No	Yes
Talip Selçuk Şaldirak	Non-Executive	Independent Member	May 4, 2023	<a href="https://www.kap.org.tr/tr/Bildirim/1129882">https://www.kap.org.tr/tr/Bildirim/1129882</a>	Evaluated	No	Yes

## Composition of Board of Directors

<b>4. BOARD OF DIRECTORS - II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronical board meetings in the reporting period (meetings in person)	26
Director average attendance rate at board meetings	87.84%
Whether the board uses an electronic portal to support its work or not	No
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	In accordance with the Working Principles of the Board of Directors, documents and information related to the agenda items for the Board of Directors' meeting are made available for review by the members 3 days prior to the meeting, and in any case, before the meeting date.
The name of the section on the corporate website that demonstrates information about the board charter	It is available on the corporate website under the title "Investor Relations / Corporate Governance Section / Working Principles of the Board of Directors." Additionally, this information is outlined in Article 9 of the Company's Articles of Association, which can be found in the "Investor Relations / Corporate Governance Section" on the website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Related information can be found in the "Committees Established Under the Board of Directors" section.
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/1048990">https://www.kap.org.tr/tr/Bildirim/1048990</a>

## 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
Audit Committee	-	Mustafa Karahan Talip Selçuk Şaldırak	Chair Member	Board Member Board Member
Corporate Governance Committee	-	Mustafa Karahan Talip Selçuk Şaldırak Ayşegül Bensele Ercan Nuri Ergül Ekin Biçen	Chair Member Member Member Member	Board Member Board Member Board Member Board Member Not Board Member
Early Detection of Risk Committee	-	Talip Selçuk Şaldırak Mustafa Karahan Serdar Kırmaz Feyzullah Tahsin Bensele Mehmet Ali Deniz	Chair Member Member Member Member	Board Member Board Member Board Member Board Member Board Member

## 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)	Investor Relations/ Corporate Governance/ Committees of the Board of Directors / Audit Committee/ Duties and Working Principles of the Audit Committee on the corporate website
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)	Investor Relations/ Corporate Governance/ Committees of the Board of Directors / Corporate Governance Committee/ Duties and Working Principles of the Corporate Governance Committee on the corporate website
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)	In the Corporate Governance Committee Duties and Working Principles presented on the corporate website under Investor Relations/ Corporate Governance/ Committees of the Board of Directors / Corporate Governance Committee, it is explained that the Corporate Governance Committee also fulfills the duties of the Nomination Committee as per the Corporate Governance Communiqué. In the relevant principles, the Committee's duties and responsibilities pertaining to those related to the Nomination Committee are also stated.
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)	Investor Relations/ Corporate Governance/ Committees of the Board of Directors / Early Detection of Risk Committee/ Duties and Working Principles of the Early Detection of Risk Committee on the corporate website
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)	In the Corporate Governance Committee Duties and Working Principles presented under the Investor Relations/ Corporate Governance/ Committees of the Board of Director/ Corporate Governance Committee on the corporate website, it is explained that the Corporate Governance Committee also fulfills the duties of the Remuneration Committee in accordance with the Corporate Governance Communiqué. In the relevant principles, the Committee's duties and responsibilities pertaining to those related to the Remuneration Committee are also specified.
<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)	It is included in the Financial Overview section of the Annual Report.
Specify the section of the website where remuneration policy for executive and non-executive directors is presented.	Investor Relations/ Corporate Governance/ Policies and Code of Ethics/ Remuneration 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)	The information can be found in the Financial Benefits Provided to the Board Members and Senior Management section.

## Board Committees - II

Names of the Board Committees	Name of the 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
Audit Committee	-	100%	100%	8	8
Corporate Governance Committee	-	60%	40%	6	6
Early Detection of Risk Committee	-	60%	40%	6	6