



## KAMUYU AYDINLATMA PLATFORMU

# HACI ÖMER SABANCI HOLDİNG 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	Having participated in 34 roadshows and conferences and met with 512 institutional investors/analysts during the year 2025.
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	There is no such transaction.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There is no such transaction.
<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/1399015">https://www.kap.org.tr/tr/Bildirim/1399015</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	YES
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)	There is no such transaction.
The name of the section on the corporate website that demonstrates the donation policy of the company	<a href="https://yatirimciliskileri.sabanci.com/en/investor-relations/donation-and-grants-policy">https://yatirimciliskileri.sabanci.com/en/investor-relations/donation-and-grants-policy</a>
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/en/Bildirim/425952">https://www.kap.org.tr/en/Bildirim/425952</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Articles of Association: Art. 29-32 Internal Directive for General Assembly: <a href="https://yatirimciliskileri.sabanci.com/tr/images/pdf/genel-kurul-calisma-usul-ve-esaslari-hakkinda-c-yonerge_2017.pdf">https://yatirimciliskileri.sabanci.com/tr/images/pdf/genel-kurul-calisma-usul-ve-esaslari-hakkinda-c-yonerge_2017.pdf</a>
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The Members of the Board of Directors, The Shareholders and Their Representatives, The Company Auditor, The General Secretary and The Company Personnel who were responsible for the preparations of the meeting participated in the General Assembly.
<b>1.4. Voting Rights</b>	

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.	Irrelevant
The percentage of ownership of the largest shareholder	% 13,9
<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.	Irrelevant
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	<a href="https://yatirimciliskileri.sabanci.com/en/investor-relations/investor-relations-and-dividend-policy">https://yatirimciliskileri.sabanci.com/en/investor-relations/investor-relations-and-dividend-policy</a>
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.	Irrelevant
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	Irrelevant

#### 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
27/03/2025	0	% 65,53	% 8,18	% 57,34	<a href="https://yatirimciliskileri.sabanci.com/en/financial-reports-publications/liste-report/General-Assembly/240/0/0">https://yatirimciliskileri.sabanci.com/en/financial-reports-publications/liste-report/General-Assembly/240/0/0</a>	<a href="https://yatirimciliskileri.sabanci.com/en/images/pdf/2024-general-meeting-answers-and-questions.pdf">https://yatirimciliskileri.sabanci.com/en/images/pdf/2024-general-meeting-answers-and-questions.pdf</a>	-	0	<a href="https://www.kap.org.tr/en/Bildirim/1413265">https://www.kap.org.tr/en/Bildirim/1413265</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.	"Corporate" and "Investor Relations" sections of www.sabanci.com website
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.	<a href="https://yatirimciiliskileri.sabanci.com/en/investor-relations/shareholder-structure">https://yatirimciiliskileri.sabanci.com/en/investor-relations/shareholder-structure</a>
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	Our Governance > Board of Directors
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	Reporting On Corporate Governance and Sustainability Principles Compliance > Corporate Governance > Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors
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	Our Governance > Board of Directors
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	Reporting On Corporate Governance and Sustainability Principles Compliance > Corporate Governance > Monitoring the Changes in Legislation and Legal Procedures

<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>Our Governance &gt; Business Ethics, Anti-Bribery and Anti-Corruption</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>Reporting On Corporate Governance and Sustainability Principles Compliance &gt; Corporate Governance &gt; Investor Relations Activities</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 cross-shareholdings.</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>Our Strategy &gt; Our Social Agenda</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 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)	Ethics Board, reporting directly to the Chairperson
The contact detail of the company alert mechanism	etik@sabanci.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	-
<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 Corporate Governance, Nomination and Remuneration Committee oversees the succession planning efforts for key executive positions.
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.	"Our Responsibilities Towards Our Employees" and "Establishing and Preserving a Fair Working Environment Policy" sections of "Code of Business Ethics".
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.	"Our Responsibilities Towards Our Employees" and "Establishing and Preserving a Fair Working Environment Policy" sections of "Code of Business Ethics".
The number of definitive convictions the company is subject to in relation to health and safety measures	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	<a href="https://www.sabanci.com/en/management-approach/sabanci-group-code-of-business-ethics">https://www.sabanci.com/en/management-approach/sabanci-group-code-of-business-ethics</a>
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://yatirimciiliskileri.sabanci.com/en/sustainability/default/Sustainability/124/481/0">https://yatirimciiliskileri.sabanci.com/en/sustainability/default/Sustainability/124/481/0</a>
Any measures combating any kind of corruption including embezzlement and bribery	<a href="https://www.sabanci.com/en/management-approach/anti-bribery-and-anti-corruption-policy">https://www.sabanci.com/en/management-approach/anti-bribery-and-anti-corruption-policy</a>

## 4. BOARD OF DIRECTORS-I

<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
Date of the last board evaluation conducted	December 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	Hayri ÇULHACI - Board Chair - Executive Director / Kıvanç Board Member and CEO
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	35
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	Our Governance > Board of Directors > Risk Management Internal Control Mechanism
Name of the Chairman	Hayri ÇULHACI
Name of the CEO	Kıvanç ZAIMLER
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Irrelevant
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	<a href="https://yatirimciliskileri.sabanci.com/en/images/pdf/Sabanci-Group-Equality-Diversity-and-Inclusion-Regulation.pdf">https://yatirimciliskileri.sabanci.com/en/images/pdf/Sabanci-Group-Equality-Diversity-and-Inclusion-Regulation.pdf</a>
The number and ratio of female directors within the Board of Directors	3 - %33

### 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 In Audit, Accounting or Finance O
		Bağımsız üye değil (				İlgisiz (Not applicable)	

HAYRİ ÇULHACI	İcrada görevli (Executive)	Not independent director)	30/03/ 2021		İlgisiz (Not applicable )	
EROL SABANCI	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	17/04/ 1967		İlgisiz (Not applicable )	İlgisiz (Not applicable)
SUZAN SABANCI SABANCI	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	27/02/ 1996		İlgisiz (Not applicable )	İlgisiz (Not applicable)
SERRA SABANCI	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	17/05/ 2004		İlgisiz (Not applicable )	İlgisiz (Not applicable)
ELÇİN MELİSA SABANCI TAPAN	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	30/03/ 2023		İlgisiz (Not applicable )	İlgisiz (Not applicable)
KIVANÇ ZAIMLER	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	01/06/ 2025		İlgisiz (Not applicable )	İlgisiz (Not applicable)
TAYFUN BAYAZIT	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	27/03/ 2025	<a href="https://www.kap.org.tr/en/Bildirim/1399015">https:// www.kap.org.tr/en /Bildirim/1399015</a>	Değerlendirildi (Considered)	Hayır (No)
MEHMET KAHYA	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	30/03/ 2021	<a href="https://www.kap.org.tr/en/Bildirim/1399015">https:// www.kap.org.tr/en /Bildirim/1399015</a>	Değerlendirildi (Considered)	Hayır (No)
HÜSEYİN GELİS	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	30/03/ 2023	<a href="https://www.kap.org.tr/en/Bildirim/1399015">https:// www.kap.org.tr/en /Bildirim/1399015</a>	Değerlendirildi (Considered)	Hayır (No)

## 4. BOARD OF DIRECTORS-II

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	7
Director average attendance rate at board meetings	% 83
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 days
The name of the section on the corporate website that demonstrates information about the board charter	<a href="https://yatirimciiliskileri.sabanci.com/en/investor-relations/articles-of-association">https://yatirimciiliskileri.sabanci.com/en/investor-relations/articles-of-association</a>
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Reporting On Corporate Governance and Sustainability Principles Compliance > Corporate Governance > Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	-

### 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)	-	Hüseyin GELİS	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Denetim Komitesi ( Audit Committee)	-	Tayfun BAYAZIT	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)	-	Tayfun BAYAZIT	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)	-	Suzan Sabancı SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)	-	Serra SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)	-	Elçin Melisa Sabancı TAPAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Corporate Governance, Nomination and Remuneration Committee	Mehmet KAHYA	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Corporate Governance, Nomination and Remuneration Committee	Suzan Sabancı SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Corporate Governance, Nomination and Remuneration Committee	Serra SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Corporate Governance, Nomination and Remuneration Committee	Elçin Melisa Sabancı TAPAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Corporate Governance, Nomination and Remuneration Committee	Erdem ERDOĞAN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sustainability Board Committee	Hüseyin GELİS	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Board Committee	Tayfun BAYAZIT	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Board Committee	Mehmet KAHYA	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)	Reporting On Corporate Governance and Sustainability Corporate Governance > Number, Structure and Independent Committees Established within the Structure of the Board
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)	Reporting On Corporate Governance and Sustainability Corporate Governance > Number, Structure and Independent Committees Established within the Structure of the Board
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)	Reporting On Corporate Governance and Sustainability Corporate Governance > Number, Structure and Independent Committees Established within the Structure of the Board
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)	Reporting On Corporate Governance and Sustainability Corporate Governance > Number, Structure and Independent Committees Established within the Structure of 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)	Reporting On Corporate Governance and Sustainability Corporate Governance > Number, Structure and Independent Committees Established within the Structure of the Board
<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)	2025 Performance & Outlook
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	<a href="https://yatirimciliskileri.sabanci.com/en/sustainability/Remuneration-Policy-For-The-Board-Of-Directors-And-603/2881/0">https://yatirimciliskileri.sabanci.com/en/sustainability/Remuneration-Policy-For-The-Board-Of-Directors-And-603/2881/0</a>
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)	Consolidated Financial Statements and Independent Audit Management Personnel Compensation"

### 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 Activities
Denetim Komitesi (Audit Committee)	-	% 100	% 100	-	-

Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 25	-
Diğer (Other)	Corporate Governance, Nomination and Remuneration Committee	% 80	% 20	2
Diğer (Other)	Sustainability Board Committee	% 100	% 100	-