



KAMUYU AYDINLATMA PLATFORMU

HACI ÖMER SABANCI HOLDİNG A.Ş. Corporate Governance Information Form 2022 - Annual Notification

Summary

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	Having participated in 22 roadshows and conferences and met with 555 institutional investors/analysts during the year 2022.
1.2. Right to Obtain and Examine Information	
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.
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/1004971
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	https://yatirimciiliskileri.sabanci.com/en/investor-relations/donation-and-grants-policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/425952
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 Assmebly: https://yatirimciiliskileri.sabanci.com/tr/images/pdf/genel-kurul-calisma-usul-ve-esaslari-hakkinda-c-yonerge_2017.pdf "
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 Copmany Personnel who were responsible for the preparations of the meeting participated in the General Assembly.
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.	Irrelevant
The percentage of ownership of the largest shareholder	% 14,07
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.	Irrelevant
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	https://yatirimciiliskileri.sabanci.com/en/investor-relations/investor-relations-and-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.	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
30/03/2022	0	% 67,64	% 7,17	% 60,46	https://yatirimciiliskileri.sabanci.com/en/financial-reports-publications/liste-report-General-Assembly/240/0/0	https://yatirimciiliskileri.sabanci.com/en/questions-asked-and-answers-provided-at-the-general-assembly-meetings	-	0	https://www.kap.org.tr/en/Bildirim/1014232

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.	"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.	https://yatirimciiliskileri.sabanci.com/en/investor-relations/shareholder-structure
List of languages for which the website is available	Turkish & 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	"Board of Directors (pg. 26-29) *Statements of Independence were not prepared and hence disclosed in English"
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	Compliance of Corporate Governance and Sustainability Principles, "Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors" (pg. 134-137)
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	Compliance of Corporate Governance and Sustainability Principles, "Operating Principles of the Board of Directors" (pg. 133-134)
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	Compliance of Corporate Governance and Sustainability Principles, "Monitoring the Changes in Legislation and Legal Procedures" (pg. 132)
	Compliance of Corporate Governance and

<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>Sustainability Principles, "Monitoring the Changes in Legislation and Legal Procedures" (pg. 132)</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>Compliance of Corporate Governance and Sustainability Principles, "Investor Relations Activities" (pg. 132)</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>Corporate Social Responsibility Policy and Principles (pg. 126-127)</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	-
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
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	-
Corporate bodies where employees are actually represented	-
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	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 Sabancı Group 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 Sabancı Group Code of Business Ethics
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	https://www.sabanci.com/en/management-approach/sabanci-group-code-of-business-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.	https://yatirimciiliskileri.sabanci.com/en/sustainability/default/Sustainability/124/481/0
Any measures combating any kind of corruption including embezzlement and bribery	https://www.sabanci.com/en/management-approach/anti-bribery-and-anti-corruption-policy

Güler SABANCI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/02/1996		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Erol SABANCI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	17/04/1967		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Suzan SABANCI DİNÇER	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/02/1996		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Sakıp Sabancı Holding A.Ş. (Adına Hareket Eden Kişi Saime Gonca ARTUNKAL)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	26/03/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Serra SABANCI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	17/05/2004		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Cenk ALPER	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	01/08/2019		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ahmet ERDEM	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/2017	https://www.kap.org.tr/en/Bildirim/1004971	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Hayri ÇULHACI	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/2021	https://www.kap.org.tr/en/Bildirim/1004971	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Mehmet KAHYA	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/2021	https://www.kap.org.tr/en/Bildirim/1004971	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 or electronic board meetings in the reporting period	6
Director average attendance rate at board meetings	% 96
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
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	https://yatirimciiliskileri.sabanci.com/en/investor-relations/articles-of-association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Compliance of Corporate Governance and Sustainability Principles, "Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors" (pg. 134-137)
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/1014243

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)		Ahmet ERDEM	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Denetim Komitesi (Audit Committee)		Hayri ÇULHACI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Hayri ÇULHACI	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Suzan SABANCI DİNÇER	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)		Sakıp Sabancı Holding A.Ş. (Adına Hareket Eden Kişi Saime Gonca ARTUNKAL)	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Yönetim, Atama ve Ücretlendirme Komitesi (Corporate Governance, Nomination and Remuneration Committee)	Mehmet KAHYA	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Yönetim, Atama ve Ücretlendirme Komitesi (Corporate Governance, Nomination and Remuneration Committee)	Suzan SABANCI DİNÇER	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Yönetim, Atama ve Ücretlendirme Komitesi (Corporate Governance, Nomination and Remuneration Committee)	Serra SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Yönetim, Atama ve Ücretlendirme Komitesi (Corporate Governance, Nomination and Remuneration Committee)	Sakıp Sabancı Holding A.Ş. (Adına Hareket Eden Kişi Saime Gonca ARTUNKAL)	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Yönetim, Atama ve Ücretlendirme Komitesi (Corporate Governance, Nomination and Remuneration Committee)	Şerafettin KARAKIŞ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Board Committee)	Ahmet ERDEM	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Board Committee)	Hayri ÇULHACI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Board Committee)	Mehmet KAHYA	Hayır (No)	Yönetim kurulu üyesi (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>Compliance of Corporate Governance and Sustainability Principles, " Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors" (pg. 134-137)</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>Compliance of Corporate Governance and Sustainability Principles, " Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors" (pg. 134-137)</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>Compliance of Corporate Governance and Sustainability Principles, " Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors" (pg. 134-137)</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>Compliance of Corporate Governance and Sustainability Principles, " Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors" (pg. 134-137)</p>
<p>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)</p>	<p>Compliance of Corporate Governance and Sustainability Principles, " Number, Structure and Independence of the Committees Established</p>

	within the Structure of the Board of Directors" (pg. 134-137)
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)	Introduction, "Sabancı Group in Brief", "Letter From the Chair" and "Interview with the CEO" (pg. 14-25)
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://yatirimciiliskileri.sabanci.com/en/investor-relations/wages-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)	Consolidated Financial Statements and Independent Audit Report, "Key Management Personnel Compensation" (pg. 265)

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	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 25	6	6
Diğer (Other)	Kurumsal Yönetim, Atama ve Ücretlendirme Komitesi (Corporate Governance, Nomination and Remuneration Committee)	% 100	% 20	9	6
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Board Committee)	% 100	% 100	4	4