



**KAMUYU AYDINLATMA PLATFORMU**

**HACI ÖMER SABANCI HOLDİNG A.Ş.**  
**Corporate Governance Information Form**  
**2018 - Annual Notification**

**Summary Info**

Corporate Governance Information Form



# 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	303
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	Special auditor was not requested.
The number of special audit requests that were accepted at the General Shareholders' Meeting	Special auditor was not requested.
<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/en/Bildirim/661708">https://www.kap.org.tr/en/Bildirim/661708</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 was no such operation.
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 was no such operation.
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 was no such operation.
The name of the section on the corporate website that demonstrates the donation policy of the company	INVESTOR RELATIONS/INVESTOR RELATIONS/ DONATIONS AND GRANTS POLICY
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/tr/ek-indir/33E834393911023CE0530A4A622B5826">https://www.kap.org.tr/tr/ek-indir/33E834393911023CE0530A4A622B5826</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 Article 29-32 Internal Directive for General Assembly Meeting: <a href="https://yatirimciiliskileri.sabanci.com/documents/raporlar/genel-kurul-duyuru-yeni/genel-kurul-calisma-usul-ve-esaslari-hakkinda-c-yonerge_2017.pdf">https://yatirimciiliskileri.sabanci.com/documents/raporlar/genel-kurul-duyuru-yeni/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, Shareholders and representatives, The Company Auditor, The General Secretary and personnels who have responsibilities for General Assembly took part in the General Assembly Meeting.
<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.	None
The percentage of ownership of the largest shareholder	% 14,07
<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.	not expanded
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	INVESTOR RELATIONS/INVESTOR RELATIONS/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 distribution was made.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	Dividend distribution was made.

#### 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
30/03/2018	0	% 77,1	% 16,87	% 60,23	Investor Relations / General Assembly	-	-	34	<a href="https://www.kap.org.tr/en/Bildirim/671919">https://www.kap.org.tr/en/Bildirim/671919</a>

## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
<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"
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/ / Shareholder Structure
List of languages for which the website is available	TR/ENG
<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	2018 Annual Report, Corporate Governance Compliance Report, "Structure and Composition of The Board of Directors" pg. 103-104-105 and "The Declaration of Independence" pg. 96-97-98
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	2018 Annual Report, Corporate Governance Compliance Report, "Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors" pg. 106-108
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	2018 Annual Report, Corporate Governance Compliance Report, "Operating Principles of the Board of Directors" pg. 105-106
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	There has not been any amendments to the relevant legislation.

<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>There is no important case.</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 not a conflict of interest.</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>In this context, there is no mutual participation.</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. 92-93</p>

## 3. STAKEHOLDERS

3. STAKEHOLDERS	
<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/ ANNUAL REPORT
The number of definitive convictions the company was subject to in relation to breach of employee rights	There is no finalized case against The Company.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Head of Internal Audit-Ethics Board
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	INVESTOR RELATIONS/ ANNUAL REPORT
Corporate bodies where employees are actually represented	INVESTOR RELATIONS/ ANNUAL REPORT
<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 Committee oversees the backup 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.	Sabancı Group Code of Business Ethics, "Our Responsibilities Towards Our Employees" and "Establishing and Preserving a Fair Working Environment Policy"
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
	"Sabancı Group Code of Business Ethics, ""Our Responsibilities Towards Our Employees"" and ""Establishing and Preserving a Fair Working Environment Policy"" Any discrimination within

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 organization based on race, religion, gender, age, political opinion, language, physical challenge or similar reasons is not tolerated. We strive to ensure that people of different beliefs , views and opinions work together in harmony by creating a positive and cordial work environment that supports cooperation and prevents conflict. We administer programs that contribute to preserving employee health that we accept as important to ensuring our employees' quality of life and success ."

The number of definitive convictions the company is subject to in relation to health and safety measures

There is no finalized case against The Company.

### 3.5. Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics

Corporate/Management Approach/Sabancı 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

"Corporate/Social Responsibility/Social Responsibility Principles Based on the accepted core values of modesty, respect and proximity to people, the Sabancı Group regards basing all corporate conduct on the awareness of social responsibility as an unchangeable core component of its management approach. We expect all our establishments that constitute the Sabancı Group to manage the economic, social and environmental impact of their actions with responsibility and to place priority on the development of society. We do not regard the scope of our social

any measures taken on environmental, social and corporate governance issues.

responsibility limited to just our business operations or their impact. We determine our level of social responsibility and its priority on what is good for society and the environment as a whole. We pursue a pioneering role with regard to actions that protect democracy, human rights as well as the environment. At the Sabancı Group, the SA-Ethics program, prepared and put into practice in accordance with the Principles of Corporate Social Responsibility, constitute a guide to our business operations."

Any measures combating any kind of corruption including embezzlement and bribery

Corporate/ Management Approach / Anti-Bribery and Anti-Corruption Policy





of 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
Güler SABANCI	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	27/02/1996		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Erol SABANCI	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	17/04/1967		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Suzan Sabancı DİNÇER	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/02/1996		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Sevil Sabancı SABANCI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	23/03/1998		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Serra SABANCI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	17/05/2004		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mehmet GÖÇMEN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	30/03/2017		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Nafiz Can PAKER	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	27/03/2001	<a href="https://www.kap.org.tr/en/Bildirim/662270">https://www.kap.org.tr/en/Bildirim/662270</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Ahmet ERDEM	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/2017	<a href="https://www.kap.org.tr/en/Bildirim/662270">https://www.kap.org.tr/en/Bildirim/662270</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Mehmet Mete BAŞOL	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/2018	<a href="https://www.kap.org.tr/en/Bildirim/662270">https://www.kap.org.tr/en/Bildirim/662270</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

## 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 board meetings in the reporting period (meetings in person)	6
Director average attendance rate at board meetings	% 99
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	INVESTOR RELATIONS/ 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	It is not restricted for the members of the Board of Directors to take other duties outside the company.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	"Number, Structure and Independence of the Committees Established within the Structure of the Board of Directors" pg. 106-108
Link(s) to the PDP announcement(s) with the board committee charters	The committee has working principles, but KAP notification has not been made.

### 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)		Mehmet Mete BAŞOL	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Denetim Komitesi (Audit Committee)	Ahmet ERDEM	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Nafiz Can PAKER	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Sevil Sabancı SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Serra SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Gökhan EYİGÜN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Levent DEMİRAĞ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Aday Gösterme Komitesi (Nomination Committee)	Nafiz Can PAKER	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)	Sevil Sabancı SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)	Serra SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Mehmet Mete BAŞOL	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Sevil Sabancı SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Gökhan EYİGÜN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Ücret Komitesi (Remuneration Committee)	Nafiz Can PAKER	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Ücret Komitesi (Remuneration Committee)		Sevil Sabancı SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Serra SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Portfolio Management Committee	Güler SABANCI	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Portfolio Management Committee	Erol SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Portfolio Management Committee	Suzan Sabancı DİNÇER	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Portfolio Management Committee	Sevil Sabancı SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Portfolio Management Committee	Serra SABANCI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Portfolio Management Committee	Mehmet GÖÇMEN	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)	Annual Report pg. 108
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 )	Annual Report pg. 106-107
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)	Annual Report pg. 106-107
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 )	Annual Report pg. 107
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)	Annual Report pg. 106-107
<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)	"The Sabanci Group in Brief" pg. 4-5 Disclosing Forward Looking Statements: <a href="https://www.kap.org.tr/en/Bildirim/718073">https://www.kap.org.tr/en/Bildirim/718073</a> "
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	"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)	2018 Annual Report, " Financial Rights" sy. 109, "Key management personnel compensation " sy. 213

### 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
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Denetim Komitesi (Audit Committee)		% 0	% 100	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 0	% 20	5	5
Aday Gösterme Komitesi (Nomination Committee)		% 0	% 33	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 0	% 33	6	6
Ücret Komitesi (Remuneration Committee)		% 0	% 33	2	2
Diğer (Other)	Portfolio Management Committee	% 50	% 0	5	5