

İZDEMİR ENERJİ ELEKTRİK ÜRETİM A.Ş. Corporate Governance Information Form 2023 - Annual Notification

Summary

2023 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	The company did not hold investor conferences and meetings throughout the year.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There was no request for a special auditor.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There was no request for a special auditor at the general assembly meeting.
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/1189371
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Documents related to the General Assembly meeting held in 2023 were presented in Turkish.
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 transaction without the approval of the majority of the independent members or the unanimous consent of the participants.
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.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/1216352
The name of the section on the corporate website that demonstrates the donation policy of the company	Based on Investor Relations/Corporate/ Policies and Pricing
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/tr/Bildirim/1196250
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 15

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Since our company has just gone public, an extraordinary general assembly meeting was held in 2023. It was held physically and electronically with the participation of 76% of the shareholders.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 63,32
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.	Minority rights are not expanded in terms of content and ratio with the articles of association .
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations/ Corporate/Policies and Pricing Principles
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.	There is no.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	There is no.

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	
19/09/2023	0	% 76	% 1	% 75	Investor Relations/Explanations and Notices/ General Assembly/Meeting Minutes	Investor Relations/Explanations and Notices/General Assembly/General Assembly Questions and Answers	There is no.	22	https://www.kap.org.tr/tr/Bildirim/1196403	

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations/ Corporate/Partnership Structure
List of languages for which the website is available	Turkish
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	1.1. Members of the 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	1.3. Number, Structure and Independence of Committees Established by 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	1.2. Working Principles of the 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	There are no legislative changes that could 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	There are no significant lawsuits filed against the company.
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	Company auditing, rating , consulting, etc. In all the services it receives, utmost care is taken to comply with the relevant legislation and professional ethical rules.

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%	4.5 Other Subsidiaries
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	Code of Ethics and Social Responsibility

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 company is fully compatible with the business legislation, working legislation and social security legislation on compensation. Other than that, there is no compensation policy.
The number of definitive convictions the company was subject to in relation to breach of employee rights	5
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Audit and Corporate Management Committee
The contact detail of the company alert mechanism	0232 441 43 83
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	There is no section on the corporate website with internal regulations related to the participation of employees in the administrative bodies.
Corporate bodies where employees are actually represented	Our employees, subsidiaries and other stakeholders are informed through meetings. The information and opinions of the stakeholders are always taken into consideration by the company management in terms of participation in important decisions that may lead to rights and results.
3.3. Human Resources Policy	
	The approval of the Board of Directors is sought in the

The role of the board on developing and ensuring that the company has a succession plan for the key management positions	development of the successor plan for lock administrative 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.	The principles of our company's human resources policy; - Providing the educated labor force with qualifications for our existing works, - Increasing the knowledge and motivation of the personnel through various trainings, - Career planning, - Since the establishment of the company, the development of the institutional behavior by determining the limits of practices with regulations, - Worker - employer relations dialogue and mutual trust It can be listed as the continuity of the working environment created in peace and peace.
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.	Task definitions and distributions can reach all employees From a common area, performance and reward criteria are announced to employees through written announcements and employee representatives. No complaints about discrimination to our company.
The number of definitive convictions the company is subject to in relation to health and safety measures	There is no.
3.5. Ethical Rules and Social Responsibility	
	Although there are no ethical rules published on our company's website, it is natural that

The name of the section on the corporate website that demonstrates the code of ethics	the general ethical rules are also valid for our company.
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.	Relevant topics are included under the "Sustainability" heading of the Company website (www.izdemirenerji.com).
Any measures combating any kind of corruption including embezzlement and bribery	All kinds of corruption, including extortion and bribery, are constantly monitored by the Company's electronic systems and the Executives and Internal Audit unit.

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	-
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	At the 30th meeting of the Board of Directors dated 19.09.2023, Nuri ŞAHİN was elected as the Chairman of the Board of Directors and Selim ŞAHİN was elected as the Vice Chairman of the Board of Directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	-
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	4.3. Internal Control Mechanism
Name of the Chairman	Nuri ŞAHİN
Name of the CEO	Selim ŞAHİN
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Chairman of the board of directors and chief executive officer/general manager are not the same person.
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 damages to be caused by the faults of the members of the board of directors during their duties in the company are not insured for a price exceeding 25% of the company's capital.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	The company does not have a diversity policy to increase the ratio of female board members.
The number and ratio of female directors within the Board of Directors	The company does not have a female Board Member.

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 On Audit, Accounting And/Or Finance Or Not
Nuri ŞAHİN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	19/09/2023	There is no.	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Selim ŞAHİN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	12/05/2022	There is no.	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mahmut Nedim KOÇ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	19/09/2023	There is no.	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ahmet BAŞTUĞ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	22/03/2024	There is no.	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ahmet Hamdi GÖKDEMİR	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	19/09/2023	https://www.kap.org.tr/Bildirim/1196403	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Deniz Tamer MÜLAYİM	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	19/09/2023	https://www.kap.org.tr/Bildirim/1196403	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	36
Director average attendance rate at board meetings	% 80
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
The name of the section on the corporate website that demonstrates information about the board charter	How the board of directors meetings are held is stated in Article 12.3 of the Articles of Association. It was determined in the article. The relevant Articles of Association is available in the Investor Relations/ Corporate section of the Website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no policy that restricts members from taking on other duties outside the company. The member with the highest number of assignments outside the company has 8 duties and the average number of outside duties that all members of the board of directors take part in is 6.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	1.3. Number, Structure and Independence of Committees Established by the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1196255

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 Hamdi GÖKDEMİR	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Deniz Tamer MÜLAYİM	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Deniz Tamer MÜLAYİM	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Ahmet BAŞTUĞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Remzi Okan GÖKDEMİR	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Deniz Tamer MÜLAYİM	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Ahmet BAŞTUĞ	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

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)	1.3. Number, Structure and Independence of Committees Established by the Board of Directors
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)	1.3. Number, Structure and Independence of Committees Established by the Board of Directors
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)	1.3. Number, Structure and Independence of Committees Established by the Board of Directors
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)	1.3. Number, Structure and Independence of Committees Established by the Board of Directors
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)	There is no Board of Directors Remuneration Committee.
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)	4. COMPANY ACTIVITIES AND DEVELOPMENTS, 5. FINANCIAL STATUS, 6. RISKS AND EVALUATION OF THE BOARD
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/ Corporate/Policies and Pricing Principles
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)	2. FINANCIAL RIGHTS PROVIDED TO MEMBERS OF BOARD OF DIRECTORS AND SENIOR EXECUTIVES

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	3	3
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 66,67	% 33,34	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 50	2	2