

Corporate Governance Information Form

1. SHAREHOLDERS	
1.1. 1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	1
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
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/915720
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	No
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	None.
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)	https://www.kap.org.tr/tr/Bildirim/915719
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)	https://www.kap.org.tr/tr/Bildirim/915719
The name of the section on the corporate website that demonstrates the donation policy of the company	https://assets.oyakcimento.com/contents/pdf/2021103/64811618404489111221.pdf
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/192036
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 21.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There are no restrictions on the participation of stakeholders in the General Assembly.
1.4. Voting Rights	
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.	None.
The percentage of ownership of the largest shareholder	73,25%
1.5. Minority Rights	
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.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Corner / Shareholder Information / Policies and Guidelines / Dividend Policy
The name of the section on the corporate website that describes the dividend distribution policy	https://www.kap.org.tr/tr/Bildirim/922427
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

ANNUAL ACTIVITY REPORT

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 directly present at the GSM	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
31.03.2021	-	74,43%	0,00%	74,43%	Investor Corner / General Meetings / Minutes of the Ordinary General Assembly Meeting /Oyak Çimento Fabrikaları A.Ş.- Minutes of the Ordinary General Assembly Meeting 2020	Investor Corner / General Meetings / Questions Asked at the General Assembly Meeting / Oyak Çimento Fabrikaları A.Ş - Questions Asked at the 2020 Ordinary General Assembly Meeting	-	272	https://www.kap.org.tr/tr/Bildirim/922427

ANNUAL ACTIVITY REPORT

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 Corner
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 Corner /Corporate Information/Oyak Cement Factories A.Sh.-Partnership 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	The duties they perform outside the company are included in Article A-6 and Article-1 also contains declarations of independence.
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	A-6. Article
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	A-6. Article
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	G-2. Article
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	D-6a Article
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	G-3. Article
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%	D-3. Article
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	G-4. Article

ANNUAL ACTIVITY REPORT

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	None
The number of definitive convictions the company was subject to in relation to breach of employee rights	32
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Committee
The contact detail of the company alert mechanism	cimporethico.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	None.
Corporate bodies where employees are actually represented	Union
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	Confirmation
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.	Employee Policy-Code of Ethics
Whether the company provides an employee stock ownership programme	There are no plans to acquire shares.
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.	Ethical Rules
The number of definitive convictions the company is subject to in relation to health and safety measures	1
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Employee Policy/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.	About us – Environmental Awareness - Social Responsibility
Any measures combating any kind of corruption including embezzlement and bribery	With the study conducted in 2020, our New Ethics Line was commissioned at the beginning of November 2020. International efforts to eliminate such crimes are supported, while unethical acts such as bribery, corruption, abuse of office are carefully avoided. Its employees refrain from any actions and behaviors that may mean providing benefits to themselves or their relatives. The conflict of personal interests with the benefit of the Company and the acquisition of inappropriate personal interests due to the position of employees, relatives or 3. it is not allowed under any circumstances to benefit individuals.

OYAK ÇİMENTO FABRİKALARI A.Ş.**ANNUAL ACTIVITY REPORT**

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	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	Chairman of The Board of Directors OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Person Acting Behalf of Suat ÇALBIYIK); Vice President Of The Board Of Directors OYAK Paz. Hiz. Ve Tur. A.Ş.'nin (Person Acting Behalf of Mehmet OKKAN)
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	D-2. Article
Name of the Chairman	Chairman of The Board of Directors OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Person Acting Behalf on Suat ÇALBIYIK)
Name of the CEO	General Manager Ali PASTONOĞLU
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	None
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	Executive liability insurance is available for the defects of the members of the board of directors during their duties and the damage they will cause to the company; it does not exceed 25% of the capital.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None
The number and ratio of female directors within the Board of Directors	Our number of female members is 1; the ratio is 1/9

ANNUAL ACTIVITY REPORT

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
Oyka Kağıt Ambalaj San. Ve Tic. A.Ş. (Represented by Suat ÇALBIYIK)	Non-executive)	Not independent director	20/09/2016	-	Not considered	No	Yes
OYAK Pazarlama Hizmet ve Tur. A.Ş. (Represented by Mehmet OKKAN)	Non-executive)	Not independent director	10/06/2021	-	Not considered	No	Yes
Ataer Holding A.Ş. (Represented by Muammer ATILA)	Non-executive)	Not independent director	10/06/2021	-	Not considered	No	Yes
Oytaş İç ve Dış Ticarek A.Ş. (Represented by Ramazan PATIR)	Non-executive)	Not independent director	10/06/2021	-	Not considered	No	Yes
Omsan Lojistik A.Ş. (Represented by Adalet TUNÇER)	Non-executive)	Not independent director	19/03/2020	-	Not considered	No	Yes
OYAK Denizcilik ve Liman İşl. A.Ş. (Represented by Arda Kaan ALPMAN)	Non-executive)	Not independent director	10/12/2021	-	Not considered	No	Yes
Kazım YETİŞ	Non-executive)	Independent director	19/03/2020	https://www.kap.org.tr/tr/Bildirim/915714	Considered	No	Yes
Sezai Afif ENSARİ	Non-executive)	Independent director	19/03/2020	https://www.kap.org.tr/tr/Bildirim/915714	Considered	No	Yes
Abdurrahman ÇELİKER	Non-executive)	Independent director	19/03/2020	https://www.kap.org.tr/tr/Bildirim/915714	Considered	No	Yes

ANNUAL ACTIVITY REPORT

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	20
Director average attendance rate at board meetings	100,00%
Whether the board uses an electronic portal to support its work or not	Yes
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	3 - 5 days ago
The name of the section on the corporate website that demonstrates information about the board charter	None
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	A-6. Article
Link(s) to the PDP announcement(s) with the board committee charters	Investor Corner/Shareholder Information/Policies and Guidelines

ANNUAL ACTIVITY REPORT

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	Komite Başkanı Olup Olmadığı	Whether Board Member Or Not
1-Denetim Komitesi (Audit Committee)	-	Kazım YETİŞ	Yes	Board member
1-Denetim Komitesi (Audit Committee)	-	Abdurrahman ÇELİKER	No	Board member
2-Kurumsal yönetim komitesi (Corporate Governance Committee)	-	Abdurrahman ÇELİKER	Yes	Board member
2-Kurumsal yönetim komitesi (Corporate Governance Committee)	-	Sezai Afif ENSARİ	No	Board member
2-Kurumsal yönetim komitesi (Corporate Governance Committee)	-	Enes Ensari VARDAR	No	Not board member
3-Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Sezai Afif ENSARİ	Yes	Board member
3-Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Kazım YETİŞ	No	Board member

ANNUAL ACTIVITY REPORT

4. BOARD OF DIRECTORS-III	
4.5. Yönetim Kurulu Bünyesinde Oluşturulan Komiteler-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)	A-6. Article
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)	A-6. Article
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)	A-6. Article
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)	A-6. Article
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)	A-6. Article
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)	None.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://oyakcimento.com/tr/yatirimci-kosesi/hissedar-bilgileri
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)	B-1. Article

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	Komitenin Faaliyetleri Hakkında Yönetim Kuruluna Sunduğu Rapor Sayısı
Denetim Komitesi (Audit Committee)	-	100%	100%	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	67%	67%	6	6
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	100%	100%	6	6