



KAMUYU AYDINLATMA PLATFORMU

OYAK ÇİMENTO FABRİKALARI 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	2
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/1121388
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	None
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)	https://www.kap.org.tr/tr/Bildirim/1121381
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/1121381
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 regarding the participation of stakeholders 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.	None
The percentage of ownership of the largest shareholder	% 75,81
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.	-
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 Distribution 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.	https://www.kap.org.tr/tr/Bildirim/1121388
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/tr/Bildirim/1129928

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
30/03/2023	0	% 76,42	% 0,02	% 76,4	Investor Corner/General Assemblies/Ordinary General Assembly Meeting Minutes/Oyak Çimento Factories A.Ş.-Ordinary General Assembly Meeting Minutes 2022	Investor Corner/General Assemblies/Questions Asked at the General Assembly Meeting/Questions Asked at the OYAK Çimento Factories A.Ş.-2022 Ordinary General Assembly Meeting	-	311	https://www.kap.org.tr/tr/Bildirim/1129928
25/12/2023	0	% 75,58	% 0	% 75,58	Investor Corner/General Assemblies/Extraordinary General Assembly Meeting Minutes/Oyak Çimento Factories A.Ş.-Extraordinary General Assembly Meeting Minutes 2023	-	-	232	https://www.kap.org.tr/tr/Bildirim/1230305

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 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 Çimento Factories A.Ş.-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	Duties performed outside the company A-6. It is included in article no. Declarations of independence are included in Annex-1.
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

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	None
The number of definitive convictions the company was subject to in relation to breach of employee rights	23
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	Within the scope of talent management studies carried out within our company, short, long and medium term succession plans are created for key positions. Backup plans created and appointments to key roles are submitted to the Board of Directors for approval when necessary , in line with defined procedures.
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	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.	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	We have an Ethics Line that is accessible to Company employees and third parties so that concerns about ethics and compliance issues can be expressed. While unethical behavior such as bribery, corruption and abuse of power is carefully avoided, international efforts to eliminate such crimes are supported. Its employees avoid any action or behavior that could mean benefiting themselves or their relatives. Under no circumstances is a conflict between personal interests and the benefit of the company allowed, and employees are not allowed to obtain inappropriate personal benefits due to their positions, or to provide benefits to their relatives or third parties.

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	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 İbrahim KOYUER)
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	The number of planned audits carried out by the Internal Audit Directorate in 2023 is 11 and the relevant audit results are shared with Mr. It was presented to the Chairman of the Board of Directors.
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 Murat İdris SELA
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	It's 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	Executive liability insurance is available for the defects of the

during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	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 0; the ratio is 0/9

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)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/09/2016		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OYAK Pazarlama Hizmet ve Tur .A.Ş. (Represented by İbrahim KOYUER)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/06/2023		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Ataer Holding A.Ş. (Represented by Naci BEKTAŞ)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/06/2023		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Oytaş İç ve Dış Ticarek A.Ş. (Represented by Muzaffer IŞIN)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/06/2023		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Omsan Lojistik A.Ş. (Represented by Vehbi BAYSAK)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	03/08/2023		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)

OYAK Denizcilik ve Liman İşl. A.Ş. (Represented by Arda Kaan ALPMAN)	İcrada Görevli Değil () Non-executive	Bağımsız üye değil () Not independent director)	10/12/ 2021	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Kazım YETİŞ	İcrada Görevli Değil () Non-executive	Bağımsız üye () Independent director)	19/03/ 2020	https:// www.kap.org.tr /tr/Bildirim/ 1121379	Değerlendirildi () Considered)	Hayır (No)	Evet (Yes)
Sezai Afif ENSARİ	İcrada Görevli Değil () Non-executive	Bağımsız üye () Independent director)	19/03/ 2020	https:// www.kap.org.tr /tr/Bildirim/ 1121379	Değerlendirildi () Considered)	Hayır (No)	Evet (Yes)
Abdurrahman ÇELİKER	İcrada Görevli Değil () Non-executive	Bağımsız üye () Independent director)	19/03/ 2020	https:// www.kap.org.tr /tr/Bildirim/ 1121379	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	35
Director average attendance rate at board meetings	% 100
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	3 - 5 days ago
The name of the section on the corporate website that demonstrates information about the board charter	The manner in which the board of directors meetings will be held is specified in Article 12 of the Articles of Association . The Articles of Association are available in the "Investor's Corner" of the Company website.
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

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)	-	Kazım YETİŞ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Abdurrahman ÇELİKER	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Abdurrahman ÇELİKER	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Sezai Afif ENSARİ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Burak KÖROĞLU	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Sezai Afif ENSARİ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Kazım YETİŞ	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)	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)	E-1. Article
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	The Number Of Reports On Its Activities Submitted To The Board

Denetim Komitesi (Audit Committee)	-	% 100	% 100	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 67	% 67	5	5
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 100	6	6