



KAMUYU AYDINLATMA PLATFORMU

OYAK ÇİMENTO FABRİKALARI A.Ş. Corporate Governance Information Form 2025 - Annual Notification

Summary

Corporate Governance Information Form



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

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	During 2025, three online annual financial results meetings were held. In addition, a total of 66 institutional investors were engaged through participation in conferences and one-on-one meetings.
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/1414932
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	It is published in Investor Relations/ Corporate Information / Company Policies section (https://assets.oyakcimento.com/contents/pdf/2025285/64811760362785045252.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/en/Bildirim/192036

General Meeting Date	clarification of the agenda of the General Shareholders' Meeting	to the General Shareholders' Meeting	directly present at the GSM	represented by proxy	Meeting minutes, and also indicates for each resolution the voting levels for or against	questions asked in the general assembly meeting and all responses to them	Meeting minutes in relation to related party transactions	insiders received by the board of directors	meeting notification
27/03/2025		0	% 84,18	% 0,002	% 84,179	"Investor Relations / General Assembly / Ordinary General Assembly Meeting Minutes /Oyak Çimento Fabrikaları A.Ş.-Shareholder Ordinary General Assembly Meeting 2024 (https://assets.oyakcimento.com/contents/pdf/202591/17435942392427114941743594420212715.pdf)"	"Investor Relations / General Assembly / Questions Asked at the General Assembly Meeting / Oyak Çimento Fabrikaları A.Ş - Questions Asked at the 2024 Ordinary General Assembly Meeting (https://assets.oyakcimento.com/contents/pdf/202592/174365913613095393681743659180402208.pdf)"	-	368 www.kap.org.tr/en/Bildirim/1414932

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 (https://oyakcimento.com/en/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.	The Company's shareholding structure is published in the Investor Relations / Corporate Information / Oyak Çimento Fabrikaları A.Ş. ? Shareholding Structure section, and there is no natural person who directly or indirectly holds more than 5% of the shares.
List of languages for which the website is available	Turkish and 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 carried out outside the company are included in Annex-1, and their declarations of independence are included in Annex-2.
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

<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>D-6a Article</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>G-3. Article</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>D-3. Article</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>G-4. Article</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	Human Resources Policy is available at https://oyakcimento.com/en/employee-policy . Company does not have a separate compensation policy. Severance pay for employees subject to the Labor Law No. 4857 is paid in accordance with Article 14 of the repealed Labor Law No. 1475 , and a provision is recognized in the financial statements in order to cover this obligation.
The number of definitive convictions the company was subject to in relation to breach of employee rights	44
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Committee
The contact detail of the company alert mechanism	The relevant process is conducted in accordance with the principle of confidentiality through our Ethics Line system (Etikhat), which is provided via an independent platform. It can be accessed through our website at https://cimporglobal.speakup.report/ethico .
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 such section on our website. However, without disrupting the Company's operations, we implement practices that support participation in company management, including regular surveys, feedback systems, as well as

	orientation and mentoring programs.
Corporate bodies where employees are actually represented	Labor 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 the talent management initiatives conducted in our Company, short-, medium-, and long-term succession plans are developed for key positions. The succession plans and appointments to key roles are submitted for Board of Directors? approval, when necessary, in accordance with the 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	6
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 (https://oyakcimento.com/tr/insan-kaynaklari/etik-kurallar)
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.	It is published in the Sustainability / Environmental Awareness and Social Responsibility sections.
	In order to express concerns about ethics and compliance issues, there is an Ethics Line that is accessible 24/7 and provides anonymous reporting to Company employees and third parties. While unethical behavior

Any measures combating any kind of corruption including embezzlement and bribery

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, and regular training is provided on this subject every year. Under no circumstances is a conflict between personal interests and the benefit of the company allowed, or employees obtaining inappropriate personal benefits due to their positions, or providing benefits to their relatives or third parties. Conflicts of interest/potential conflicts of interest are also monitored in this context. Company procedures have been established for all the above-mentioned issues and are available to employees.

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	-
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 2025 is 12 and the relevant audit results are 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	Suat ÇALBIYIK
Name of the CEO	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 during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	There is a directors? and officers? liability insurance covering any damages that Board members may cause to the Company due to faults committed during their duties; however, no disclosure has been made to the Public Disclosure Platform (KAP) .
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	1-%10

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
Suat ÇALBIYIK	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2024	-	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
Eralp TUNÇSOY	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2024	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Murat İdris SELA	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	29/03/2024	-	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
İsmail DOĞAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/03/2025	-	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
Ataer Holding A.Ş. (Adına Hareket Eden Kişi Volkan ÜNLÜEL)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	19/03/2020	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
OYAK Birleşik Enerji A.Ş. (Adına Hareket Eden Kişi Gözde ERKOÇ)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2024	-	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
Sezai Afif ENSARİ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	19/03/2020	https://kap.org.tr/tr/Bildirim/1399586	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Abdurrahman ÇELİKER	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	19/03/2020	https://kap.org.tr/tr/Bildirim/1399586	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
	İcrada Görevli Değil (Bağımsız üye (

Cem ÇAKMAK	Non-executive)	Independent director)	28/03/ 2025	-	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Kadir Özgüneş	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	28/03/ 2025	-	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	25
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	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 Relations " 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 Relation/ Corporate 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)	-	Cem ÇAKMAK	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)	-	Kadri ÖZGÜNEŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Sena ATAY	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)	-	İsmail DOĞAN	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.	It is published in the Investor Relations / Corporate Information / Policies and Procedures section (https:// assets.oyakcimento.com/ contents/pdf/2025285/ 64811760362785045252. pdf)
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