

# CARREFOURSA CARREFOUR SABANCI TİCARET MERKEZİ A.Ş.

## Corporate Governance Information Form 2021 - Annual Notification

### Summary

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 has not organized investor conferences and meetings.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	A Special Auditor has not been requested.
The number of special audit requests that were accepted at the General Shareholders' Meeting	A Special Auditor has not been requested.
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/911404">https://www.kap.org.tr/tr/Bildirim/911404</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Not presented as not considered necessary.
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	The company does not have such transactions.
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)	The company does not have such transactions.
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)	The company does not have such transactions.
The name of the section on the corporate website that demonstrates the donation policy of the company	Corporate/ Investor Relations /Corporate Governance / Our Corporate Governance / 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/Bildirim/911516">https://www.kap.org.tr/tr/Bildirim/911516</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 26
	Company shareholders and their representatives, Board Members, Company Auditor and

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	personnel in charge of General Meeting preparations participated to the General 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.	There are no votes with preferential rights.
The percentage of ownership of the largest shareholder	% 57,12
<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.	Minority Rights has not been extended.
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	Corporate/ Investor Relations /Corporate Governance / Our Corporate Governance / Profit 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.	Profit has not been distributed since the net profit for the period is TRY 304.172.725// Majority of the votes decided to transfer 2020 losses of the Company to the accumulated loss account.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	<a href="https://www.kap.org.tr/tr/Bildirim/911415">https://www.kap.org.tr/tr/Bildirim/911415</a>

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	
18/03/2021	0	% 94,75	% 0,02	% 94,72	Investor Relations /Corporate Governance Corporate /General Meeting /2021	No questions have been asked.	-	0	<a href="https://www.kap.org.tr/tr/Bildirim/923832">https://www.kap.org.tr/tr/Bildirim/923832</a>	

## 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.	Corporate/ Investor Relations / Corporate Information, Corporate Governance, Financial Reports 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.	Corporate/ Investor Relations / Corporate Information / Shareholding 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	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	Committees Organized under the BOD
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	Authorities and Responsibilities of Board Members
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	Other Disclosures/ Information on Significant Lawsuits Filed against the Company and Continuing and Their Possible Consequences
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	Other Disclosures/ Information on Significant Lawsuits Filed against the Company and Continuing and Their Possible Consequences

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	There are no conflicts of interest.
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%	We do not have such mutual participations.
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	Statement of Compliance with Corporate Governance and Sustainability Principles/ Compliance with Corporate Governance Principles

## 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<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	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	632 cases of reemployment and labor claims
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Audit Group Manager
The contact detail of the company alert mechanism	etik@carrefoursa.com - 0216 577 14 90
<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	-
Corporate bodies where employees are actually represented	Blue collar employees are covered by a Collective Agreement. We do not have a management body representing other personnel.
<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	A succession plan is made every year at certain times for the key management positions. This plan is based on the principle of identifying persons to be assigned for key management positions in case of a vacancy and training such persons. The Board's approval is required for identifying and appointing the executives to be appointed for key management 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.

Corporate/ Human Resources / Principle of Equal Employment Opportunity and Commitment of Ethical Principles (Our company selects its personnel based on principle of equal employment opportunity and does not discriminate based on race, colour, gender, nationality, religion, age, marital status, physical disabilities, and it is committed to follow this principle throughout the professional life. Employee actions comply with the company's interests and employees comply with all ethical principles based on Company Values, responsibilities and their priorities.)

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.

Corporate/ Human Resources / Principle of Equal Employment Opportunity and Commitment of Ethical Principles (Our company selects its personnel based on principle of equal employment opportunity and does not discriminate based on race, colour, gender, nationality, religion, age, marital status, physical disabilities, and it is committed to follow this principle throughout the professional life. Employee actions comply with the company's interests and employees comply with all ethical principles based on Company Values,

	responsibilities and their priorities.)
The number of definitive convictions the company is subject to in relation to health and safety measures	5
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	Corporate/About Us / Code of Ethics and Business Conduct
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.	Corporate/ Corporate Social Responsibility
Any measures combating any kind of corruption including embezzlement and bribery	Corporate/ About Us/ Anti-Bribery and Anti-Corruption Policy

## 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	21.12.2021
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	Nusret Orhun Köstem ( Board Chairman)- Laurent Charles René Vallée (Deputy Chairman of the Board)
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	26
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	Compliance to Corporate Governance Principles / Risk Management and Internal Control Mechanism
Name of the Chairman	Nusret Orhun Köstem
Name of the CEO	Kutay Kartallıoğlu
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Not Applicable
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 name of the section on the corporate website that demonstrates current diversity policy targeting women directors	We do not have a written policy.
The number and ratio of female directors within the Board of Directors	2 (two) - 16,66 %

### Composition of Board of Directors

Name, Surname of	Whether Executive	Whether Independent	The First	Link To PDP Notification That Includes	Whether the Independent Director	Whether She/He is the Director Who	Whether The Director Has At Least 5 Years'
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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
NUSRET ORHUN KÖSTEM	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	01/07/ 2021	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
LAURENT CHARLES RENÉ VALLÉE	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	01/07/ 2019	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
EMİNE DUYGU KIRCA	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	30/06/ 2020	-	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
ZEYNEP PELİN ERKİRALP	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	18/03/ 2021	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
ŞERAFETTİN KARAKIŞ	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	24/01/ 2020	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
BURAK TURGUT ORHUN	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	12/05/ 2021	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
GUILLAUME JACQUES EDGARD LAFFONT DE COLONGES	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	27/03/ 2018	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
DAVID MURCIANO	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	29/03/ 2019	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
HALUK BAL	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	18/03/ 2021	-	Değerlendirildi ( Considered)	Hayır (No)	Evet (Yes)
MEVLÜT AYDEMİR	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	18/03/ 2021	-	Değerlendirildi ( Considered)	Hayır (No)	Evet (Yes)

ATIL SARYAL	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	18/03/ 2021	-	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
BÜLENT BOZDOĞAN	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	14/09/ 2021	-	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 board meetings in the reporting period (meetings in person)	3
Director average attendance rate at board meetings	% 91,6
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	A specific period has not been determined.
The name of the section on the corporate website that demonstrates information about the board charter	Corporate/Investor Relations / Corporate Information / Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Independence,number and structure of the Committees under BoD
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/919385">https://www.kap.org.tr/tr/Bildirim/919385</a>

### 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)		Atıl Saryal	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi ( Audit Committee)		Haluk Bal	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi ( Audit Committee)		Mevlüt Aydemir	Hayır (No)	Yönetim kurulu üyesi (Board member)

Denetim Komitesi ( Audit Committee)		Bülent Bozdoğan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mevlüt Aydemir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Guillaume Jacques Edgard Laffont de Colonges	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Şerafettin Karakış	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		Bülent Bozdoğan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		Haluk Bal	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		Emine Duygu Kırca	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)	Corporate/ Investor Relations/ Corporate Governance / Our Corporate Governance/ BOD Committees
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 )	Corporate/ Investor Relations/ Corporate Governance / Our Corporate Governance/ BOD Committees
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)	Corporate/ Investor Relations/ Corporate Governance / Our Corporate Governance/ BOD Committees
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 )	Corporate/ Investor Relations/ Corporate Governance / Our Corporate Governance/ BOD Committees
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)	Corporate/ Investor Relations/ Corporate Governance / Our Corporate Governance/ BOD Committees
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)	Company?s Strategic Objectives
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Corporate/ Investor Relations / Corporate Governance / Our Corporate Governance / Remuneration 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)	Compliance to Corporate Governance Principles / Financial Rights

## 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	7	7
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 66	7	7
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 100	% 33	6	6