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KAMUYU AYDINLATMA PLATFORMU

MEDİTERA TIBBİ MALZEME SANAYİ VE TİCARET 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	Following the announcement of the results for the year-end 2022 and the first half of 2023, online meetings were held with the participation of the Company's senior management and analysts from asset management companies and brokerage houses, and a presentation was made on the financial results.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	No special auditor was requested.
The number of special audit requests that were accepted at the General Shareholders' Meeting	No special auditor was requested at the general assembly.
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/1126726
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Will not be presented.
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	Since there is no transaction within the scope of Principle 1.3.9, no announcement has been made.
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)	No announcement was made as the transaction was not realized within the scope of the relevant article.
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/1117463

The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations> Policies>Donation and Aid Policy
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/1126726
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Pursuant to Article 12/a of the Articles of Association, the general shareholders' meeting is open to the public, including stakeholders and the media, without the right to speak.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The shareholders who were on the list of shareholders obtained from the Central Registry Agency (CRA) and who applied to the Company, the members of the Board of Directors, the representative of the Independent Audit Firm and the Investor Relations Department, which prepares the preparations for the General Assembly, attended the General Assembly meeting. However, other stakeholders did not choose to attend.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Pursuant to Article 12/ç of the Articles of Association, Group (A) shareholders or their proxies present at the ordinary and extraordinary general assembly meetings have 5 (five) voting rights for each share, and Group (B) shareholders or their proxies have 1 (one) voting right for each share.
The percentage of ownership of the largest shareholder	% 56,4
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 Relations> Policies>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.	At the 2022 Ordinary General Assembly Meeting, Dividend Distribution Decision was taken.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

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
21/03/2023	0	% 79,69	% 79,69	% 0	Investor Relations>General Assembly>2022	Investor Relations>General Assembly>2022	-	25	https://www.kap.org.tr/tr/Bildirim/1126726

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/ Partnership Structure
List of languages for which the website is available	Turkish-English-Spanish
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 carried out by the members of the Board of Directors and the executives outside the Company are included in the article " Other duties carried out by the members of the Board of Directors" under the title of the Board of Directors in the Annual Report of the Board of Directors for the year 2023.
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	Information on the committees established within the Board of Directors is provided in the Annual Report of the Board of Directors for the year 2023 under the Corporate Governance heading in the article 3.3 Number, Structure and Independence of the Committees Established within 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	The Board of Directors held 35 meetings with 96% attendance during the period and it is stated in the Corporate Governance section of the Annual Report of the Board of Directors for 2023 under the heading 3.2.
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	2023 Annual Report of the Board of Directors under the heading Important Developments Regarding 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	2023 Annual Report of the Board of Directors under the heading Important Developments Regarding Activities.
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	Investment advisory and rating services are not provided.
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%	There is no cross shareholding in which the direct participation rate exceeds 5%.
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	2023 Annual Report of the Board of Directors under the heading of Social Responsibility Projects.

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	None.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	None.
The contact detail of the company alert mechanism	None.
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	None.
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	None.
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.	None.
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.	None.
The number of definitive convictions the company is subject to in relation to health and safety measures	None.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	https://www.meditera.com.tr/i/policies

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.	None.
Any measures combating any kind of corruption including embezzlement and bribery	All necessary obligations are fulfilled in this regard. Within the scope of audit activities, preventive and deterrent audits are carried out, helping to strengthen internal control awareness and measures.

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	None.
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	There is no delegation of authority among the members of the Board of Directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	None.
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	In the 2023 Annual Report of the Board of Directors, it is included in the article 3.4 Risk Management and Internal Control Mechanism under the Corporate Governance heading.
Name of the Chairman	Atilla Sevinçli
Name of the CEO	Atilla Sevinçli
If the CEO and Chair functions are combined: provide the link to the relevant PDP annoucement providing the rationale for such combined roles	https://www.kap.org.tr/tr/Bildirim/985474
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	None.
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	There are no female members on the Board of Directors.

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
Atilla SEVİNÇLİ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	12/04/2021	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mert SEVİNÇLİ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	12/04/2021	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
ADNAN YILDIRIM	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	12/04/2021	https://www.kap.org.tr/tr/Bildirim/1115297	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
ETEM ALNIGENİŞ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	12/04/2021	https://www.kap.org.tr/tr/Bildirim/1115297	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
LEVENT METE ÖZGÜRBÜZ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	03/03/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	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	The number of physical meetings held in 2023 was 35.
Director average attendance rate at board meetings	% 96
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	Although there is no written rule, in practice, information and documents related to the issues on the agenda of the Board of Directors meeting are made available to the members of the Board of Directors for review sufficiently in advance of the meeting in order to ensure equal flow of information.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Master Agreement
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	In the 2023 Annual Report of the Board of Directors, under the Corporate Governance heading, the Number, Structure and Independence of the Committees Established within the Board of Directors is included in the article.
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/979837

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)	-	Adnan YILDIRIM	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Etem ALNIGENİŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Adnan YILDIRIM	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Etem ALNIGENİŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Etem ALNIGENİŞ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Adnan YILDIRIM	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Hüseyin SAYGAN	Hayır (No)	Yönetim kurulu üyesi değil (Not 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)	In the 2023 Annual Report of the Board of Directors, under the Corporate Governance heading, the Number, Structure and Independence of the Committees Established within the Board of Directors is included in the 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)	In the 2023 Annual Report of the Board of Directors, under the Corporate Governance heading, the Number, Structure and Independence of the Committees Established within the Board of Directors is included in the 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)	In the 2023 Annual Report of the Board of Directors, under the Corporate Governance heading, the Number, Structure and Independence of the Committees Established within the Board of Directors is included in the 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)	In the 2023 Annual Report of the Board of Directors, under the Corporate Governance heading, the Number, Structure and Independence of the Committees Established within the Board of

	Directors is included in the 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)	In the 2023 Annual Report of the Board of Directors, under the Corporate Governance heading, the Number, Structure and Independence of the Committees Established within the Board of Directors is included in the 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)	2023 Annual Report of the Board of Directors under the heading Financial Status.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations> Policies>Board of Directors and Senior Management 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)	2023 Annual Report of the Board of Directors under the heading of Senior Management.

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	6 meetings were held in 2023.	4 reports were submitted in 2023.
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 100	6 meetings were held in 2023.	In 2023, they did not submit any report.
Kurumsal Yönetim Komitesi (	-	% 100	% 67	4 meetings were held in 2023.	2 reports were submitted in 2023.

Corporate Governance Committee)					