

LOGO YAZILIM SANAYİ VE TİCARET A.Ş. Corporate Governance Information Form 2018 - Annual Notification

Summary Info

2018 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	4 conferences and 107 meetings
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	None
The number of special audit requests that were accepted at the General Shareholders' Meeting	None
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/669348
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes, provided
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	For Investors-Corporate Governance-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/677325
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	None
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Shareholders and employees
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.	-
The percentage of ownership of the largest shareholder	% 33,56
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	For Investors-Corporate Governance-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.	Not to distribute dividend and keep the profit within the company as per our dividend policy approved at the General Assembly dated 16 April 2018, market expectations, long-term corporate strategy, investment and financing policies.
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/677325

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
16/04/2018	0	% 74,474	% 0,007	% 74,467	General Assembly Notifications	Received no questions	item 13	0	https://www.kap.org.tr/tr/Bildirim/669348

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.	For Investors section
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.	For Investors-Corporate Governance
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	Board of Directors and Executive Committee - Corporate Governance
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	Corporate Governance
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	Corporate Governance
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	Corporate Governance
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	Additional information on operations
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 is no such conflict 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%	There is no such subsidiary
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	Operations in Turkey-Transparent and sustainable approach and accountable towards public and environment & Employee experience focused approach

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	For Investors-Corporate Governance-Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	5
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Legal Affairs Manager/Lawyer
The contact detail of the company alert mechanism	Hukuki İşler
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	For Investors-Corporate Governance-Policy
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	Actively involved
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.	For Investors-Corporate Governance-Policy
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.	For Investors-Corporate Governance-Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	For Investors-Corporate Governance-Policy
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.	For Investors-Sustainability-Sustainability Report
Any measures combating any kind of corruption including embezzlement and bribery	Code of Ethics

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	Chairman of the Board M. Tuğrul Tekbulut and Vice-Chairman of the Board Murat Erkurt are authorized to represent the company with joint signature.
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	Corporate Governance
Name of the Chairman	M. Tuğrul Tekbulut
Name of the CEO	M. Buğra Koyuncu
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Chairman and CEO functions are not combined.
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 an insurance policy. There is no PDP disclosure.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	For Investors-Corporate Governance-Policy
The number and ratio of female directors within the Board of Directors	1/6, 17%

Composition of Board of Directors

Name, Surname	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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of 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
M. Tuğrul Tekbulut	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	11/03/1986		- Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Murat Erkurt	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/07/2013		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
S. Leyla Tekbulut	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/07/2013		- Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Orhan Ayanlar	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/07/2013		- Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
M. Cengiz Ultav	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	28/04/2016	https://www.kap.org.tr/Bildirim/520602	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Kutlu Kazancı	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/04/2017	https://www.kap.org.tr/Bildirim/596768	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)	17
Director average attendance rate at board meetings	% 98
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	7 days
The name of the section on the corporate website that demonstrates information about the board charter	For Investors - Corporate Governance - Incorporation (Articles of Association)
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	Corporate Governance
Link(s) to the PDP announcement(s) with the board committee charters	Committee charters can be found on corporate website's For Investor-Corporate Governance-Working Principles of the Committee section. Corporate Governance Committee's working principles PDP announcement: https://www.kap.org.tr/tr/Bildirim/291245 .

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)	-	M. Cengiz Ultav	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Kutlu Kazancı	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	M. Cengiz Ultav	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	M. Tuğrul Tekbulut	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Murat Erkurt	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Orhan Ayanlar	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Canan Şenkut	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Aday Gösterme Komitesi (Nomination Committee)	-	M. Cengiz Ultav	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)	-	M. Tuğrul Tekbulut	Hayır (No)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)	-	Murat Erkurt	Hayır (No)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)	-	Orhan Ayanlar	Hayır (No)	Yönetim kurulu üyesi (Board member)
Risk Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Kutlu Kazancı	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Risk Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	S. Leyla Tekbulut	Hayır (No)	Yönetim kurulu üyesi (Board member)

Ücret Komitesi (Remuneration Committee)	-	M. Cengiz Ultav	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)	-	M. Tuğrul Tekbulut	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)	-	Murat Erkurt	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)	-	Orhan Ayanlar	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)	Annual Report - Corporate Governance
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)	Annual Report - Corporate Governance
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)	Annual Report - Corporate Governance
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)	Annual Report - Corporate Governance
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)	Annual Report - Corporate Governance
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)	Additional information on operations
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	For Investors-Corporate Governance-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)	Annual Report - Corporate Governance

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	1

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 75	% 25	4	1
Aday Gösterme Komitesi (Nomination Committee)	-	% 75	% 25	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 50	6	1
Ücret Komitesi (Remuneration Committee)	-	% 75	% 25	1	1