

# MLP SAĞLIK HİZMETLERİ A.Ş. Corporate Governance Information Form 2019 - Annual Notification

## Summary

MPARK 2019 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 number of the investor conferences and meetings organized by the Company in 2019 is 197 (79 meetings in 10 conferences, 44 meetings in 11 Roadshows, 37 investor meetings, 17 analyst meetings and 20 teleconferences.)
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)	<a href="https://www.kap.org.tr/en/Bildirim/749495">https://www.kap.org.tr/en/Bildirim/749495</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Materials for the General Shareholders' Meeting are provided both in English and Turkish at the same time.
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 transactions that are not approved by unanimous votes of present board members.
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 related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)
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 common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations > Policies > Donations and Aids 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/en/Bildirim/756054">https://www.kap.org.tr/en/Bildirim/756054</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 18 of the Articles of Association includes information regarding the General Assembly Meetings. Article 27 indicated that the Provisions of the Turkish Commercial Code, the Capital Markets Law, the capital markets legislation and other relevant legislation shall apply in respect of matters not covered by these Articles of Association.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Representative from independent auditor, representative from ministry office, respresentative of legal consultant, and technical team participated in the General Assembly Meeting in 2018. There is no restriction on stakeholders' participation in General Assembly.
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.	Only on the matters listed on the Articles of Association Article 18 ("Qualified Matters Requiring Increased General Assembly Resolution Quorum"), the affirmative votes of the shareholders holding at least 85% (eighty five per cent) of the capital represented by the Class A shares shall be required . Each Class A and Class B shares have only one voting right. However, on the matters listed on the Articles of Association Article 18 ("Qualified Matters Requiring Increased General Assembly Resolution Quorum") are Class A shares are evaluated as privileged. There are

	88,229,127 Class A shares in total. Lightyear Healthcare B.V. holds 47%, Sancak İnşaat Turizm Nakliyat ve Dış Ticaret A.Ş. holds 24%, Muharrem Usta holds 14%, Hujori Financieringen B.V. holds 6%, Adem Elbaşı holds 5%, İzzet Usta holds 2%, Saliha Usta holds 1%, and Nurgül Dürüstkan Elbaşı holds 1% of Class A shares.
The percentage of ownership of the largest shareholder	% 36,42
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.	None.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations > Corporate Governance > Policies > Dividend 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.	In accordance with the 7th article of the 2018 Ordinary General Assembly Agenda; Approval of the Profit Distribution proposal regarding the Company's Board of Directors decision dated March 7, 2019. The proposal was transmitted as written and complied with procedures. It was read by the Meeting Chairman. According to this; " According to consolidated financial statements passed from the independent audit issued under provisions of II-14.1 numbered “ Statement on Principles for Financial Reporting in the Capital Market” of Capital Market Board, as the result of activities performed between January 1, 2018 and December 31, 2018; it is seen that distributable net profit is not available due to suffering loss in 2018 activities. Therefore, it is unanimously decided

	to propose approval of not to distribute dividends at the Company's Ordinary General Assembly." The Meeting Chairman read the proposal for voting. As a result of the voting, the proposal was accepted unanimously and it was decided not to distribute profit.
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/en/Bildirim/756054">https://www.kap.org.tr/en/Bildirim/756054</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
15/04/2019	0	% 88,96	% 0,0002	% 88,9563	Investor Relations > Corporate Governance > General Assembly > 2018	Investor Relations > Corporate Governance > General Assembly > 2018	None.	72	<a href="https://www.kap.org.tr/en/Bildirim/756054">https://www.kap.org.tr/en/Bildirim/756054</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.	Informations required by Corporate Governance Principles numbered 2.1.1. are included in the Investor Relations section on Company website.
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 > MLP Care at a Glance > Shareholder Structure
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 information on the duties of the members of the board of directors and executives conducted out of the company - Corporate Governance Section > The Board of Directors; Declarations on independence of board members - Corporate Governance Section > Statements of Independence
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 Section > The Board of Directors > The Structure and the Formation of 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	Corporate Governance Section > The Board of Directors > Working Principles of the Board Of Directors

c) 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 Information Related to Operating Activities > Other
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 Information Related to Operating Activities > Other
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	Other Information Related to Operating Activities > Other
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 ownership 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	Sustainability

## 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	Investor Relations > Corporate Governance > Policies > Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	190
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Discipline Committee
The contact detail of the company alert mechanism	Etikihbar@mlpcare.com
<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	There are many committees within the company whose responsibilities and authorities are defined in the Board, Council and Committee Manual. Both managers and employees can take part in these committees.
Corporate bodies where employees are actually represented	Management bodies that represents the employees are as follows: - Executive Committee - Discipline Committee - Academic and Ethics Committee -Organ and Tissue Transplantation Coordination Committee -Occupational Health and Safety Board -Quality Council -Drug Management Committee -Transfusion Committee - Infection Control Committee -Patient Safety Committee - Evaluation and Caring Committee -Patients Right and Satisfaction



	Committee - Education Committee - Facility Safety Committee - Radiation Safety Comittee
<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	Succession plan for the key management positions are prepared annually and are presented to the Board of Directors.
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.	Hiring, Promotion, and Reassignment Procedures that are accessible internally indicates that "We value to present the same oppportunities to all of our employees. We see the differences at our workforce as a resource for prosperity for our job, employees and ecosystem and we support the diversity." The related article is also highlighted in the Annual Report section published on our website.
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.	Discipline Procedure that is accessible internally indicates that "We are against any kind of discrimination or harassment against our employees, and we never compromise on that matter." The related article is also highlighted in the Annual Report section published on our website.
The number of definitive convictions the company is subject to in relation to health and safety measures	None.
<b>3.5. Ethical Rules and Social Responsibility</b>	

The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations > Corporate Governance > 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.	Information was provided under the heading Contributing to Society in the Sustainability section of the printed Annual Report.
Any measures combating any kind of corruption including embezzlement and bribery	It is specified in the Company's Anti-Bribery and Anti-Corruption Policy. Investor Relations > Corporate Governance > Policies > Anti-Bribery and Anti-Corruption Policy

## 4. BOARD OF DIRECTORS-I

<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
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 board member with specific delegated duties and authorities.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
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	Information was provided under the heading Quality Standards in the Sustainability section.
Name of the Chairman	Muharrem Usta
Name of the CEO	Muharrem Usta
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	As indicated in the Article 15.9.1. of IOC (Turkish version), Shareholder Agreement signed between Company's shareholders assigned the roles of the Chairman and Chief Executive Officer to Muharrem Usta . There is no PDP announcement other than IOC announcement: <a href="https://www.kap.org.tr/tr/Bildirim/655665">https://www.kap.org.tr/tr/Bildirim/655665</a>
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	<a href="https://www.kap.org.tr/en/Bildirim/800511">https://www.kap.org.tr/en/Bildirim/800511</a>
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Due to having ratio of 33% female directors in the Board, no additional information announced in the company website.

The number and ratio of female directors within the Board of Directors

The number of female directors within the Board of Directors is 2 ( one of them is independent) out of 6 total Board of Directors. The ratio of female directors within the Board of Directors is 33%.

#### 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
Muharrem Usta	İcrada görevli (Executive)	Bağımsız üye değil ( Not independent director)	28/12/ 2005	-	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Seymur Tarı	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	08/05/ 2014	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Haydar Sancak	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	06/02/ 2006	-	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Hatice Hale Özsoy Bıyıklı	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	08/05/ 2014	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Meral Kurdaş	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	14/05/ 2018	<a href="https://www.kap.org.tr/en/Bildirim/762320">https://www.kap.org.tr/en/Bildirim/762320</a>	Değerlendirildi ( Considered)	Hayır (No)	Evet (Yes)
Tayfun Bayazıt	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	14/05/ 2018	<a href="https://www.kap.org.tr/en/Bildirim/762320">https://www.kap.org.tr/en/Bildirim/762320</a>	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)	4
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	Even though the Board Charter does not include the number of minimum days ahead of the board meeting, in order to provide equal information flow all board members are provided information at reasonable days ahead of board meetings.
The name of the section on the corporate website that demonstrates information about the board charter	Article 14 of the Article of Association named Meetings of the Board of Directors, Meeting and Resolution Quorums demonstrates the relevant information. Section of The Articles of Association on the website: Investor Relations > Corporate Governance > Corporate Governance-More on Corporate Governance > Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There are no limits to external commitments of board members. However, this does not create neither any conflict nor disruption of Board of Director duties in the Company. External commitments of Board Members announced in the company website:

	Investor Relations > Corporate Governance > Management and BOD > Board of Directors
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance Section > The Board of Directors > The Structure and the Formation of the Board Of Directors
Link(s) to the PDP announcement(s) with the board committee charters	Board committee charters are announced at Prospectus in January 25, 2018 with PDP announcement. PDP Announcement link: <a href="https://www.kap.org.tr/en/Bildirim/655665">https://www.kap.org.tr/en/Bildirim/655665</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)	-	Tayfun Bayazıt	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Meral Kurdaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Tayfun Bayazıt	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Meral Kurdaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Hatice Hale Özsoy Bıyıklı	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Deniz Can Yücel	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması	-	Meral Kurdaş	Evet (Yes)	

Komitesi (Committee of Early Detection of Risk)				Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Tayfun Bayazıt	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Hatice Hale Özsoy Bıyıklı	Hayır (No)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
<p>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)</p>	<p>Corporate website - Investor Relations &gt; Corporate Governance &gt; Management and BOD &gt; Board Committees &gt; MLP Care Audit Committee Charter Annual report - Corporate Governance Section &gt; The Board of Directors &gt; The Number, the Structure and the Independence of the Committees within the Board of Directors</p>
<p>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 )</p>	<p>Corporate website - Investor Relations &gt; Corporate Governance &gt; Management and BOD &gt; Board Committees &gt; MLP Care Corporate Governance Committee Charter Annual report - Corporate Governance Section &gt; The Board of Directors &gt; The Number, the Structure and the Independence of the Committees within the Board of Directors</p>
<p>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)</p>	<p>Corporate website - Investor Relations &gt; Corporate Governance &gt; Management and BOD &gt; Board Committees &gt; MLP Care Corporate Governance Committee Charter Annual report - Corporate Governance Section &gt; The Board of Directors &gt; The Number, the Structure and the Independence of the</p>



	Committees within the Board of Directors
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 website - Investor Relations > Corporate Governance > Management and BOD > Board Committees > MLP Care Early Detection of Risks Committee Charter Annual report -Corporate Governance Section > The Board of Directors > The Number, the Structure and the Independence of the Committees within the Board of Directors
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 website - Investor Relations > Corporate Governance > Management and BOD > Board Committees > MLP Care Corporate Governance Committee Charter Annual report - Corporate Governance Section > The Board of Directors > The Number, the Structure and the Independence of the Committees within the Board of Directors
<b>4.6. Financial Rights</b>	
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)	MLP Care in 2019
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations > Corporate Governance > Policies > 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)	Other Information Related to Operating Activities > Information on Donations and Charitable Contributions, Social Responsibility Spending, Compensation and Benefits Provided to Board Members and Senior Managers

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	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 75	% 50	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 67	6	6