

TURCAS PETROL A.Ş.

Corporate Governance Information Form

2019 - Annual Notification

Summary

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	Turcas organized 1 analyst meeting and 2 earnings teleconferences. Turcas also attended 1 fund manager group meeting in Turkey and 1 investor conference and 1 roadshow abroad. In 2019, 13 one-on-one / group meetings were held.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
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/756339
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	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	not applicable
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)	not applicable
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)	not applicable
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations/ Corporate Governance/ Policies
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/361028
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 27

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Some of our employees and media representatives participated in AGM
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	% 54,45
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/ Corporate Governance/ Policies
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.	As a result of discussion on the Board Resolution no. 2019/05 and dated 08.04.2019, it has been resolved to accept the proposal about not distributing any dividends as there is no distributable profit in Dividend Distribution Table in accordance with 2018 year-end statutory and consolidated financial statements prepared and audited according to the regulations of Capital Markets Board, due to net losses recorded in 2018.
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/764321

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
16/05/2019	0	% 64,35	% 5,12	% 59,23	Investor Relations/General Meetings/ Turcas 2018 Ordinary General Assembly/Minutes of the Meeting	There wasn't any question asked during AGM	Article 14	0	https://www.kap.org.tr/tr/Bildirim/764321

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 Governance, Financial Information, General Meetings, Financial Statements and Reports under Investor Relations section and Sustainability 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.	Investor Relations/ Corporate Governance/ Capital and Shareholding 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	CVs of Board Members and Independency Declarations of Independent Board Members
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 within 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	Information on Board of Directors, Senior Management and Number of Personnel
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	Operations and Major Developments regarding Operations
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	Operations and Major Developments regarding 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	Committees within Board of Directors
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%	Information on Direct and Indirect Subsidiaries and Shareholding Ratios
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	Corporate Social Responsibility

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	Investor Relations/ Corporate Governance/ Policies
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	-
The contact detail of the company alert mechanism	-
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	Corporate/Human Resources
Corporate bodies where employees are actually represented	Health and Safety Board, Various Working Groups for Employees
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	-
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
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.	Sustainability/Turcas Code of Conduct and Values
The number of definitive convictions the company is subject to in relation to health and safety measures	-
3.5. Ethical Rules and Social Responsibility	

The name of the section on the corporate website that demonstrates the code of ethics	Sustainability/Turcas Code of Conduct and Values
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.	Sustainability/Corporate Social Responsibility
Any measures combating any kind of corruption including embezzlement and bribery	Sustainability/Turcas Code of Conduct and Values

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	06.12.2019
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	Names of Board Members and description of duties and authorities can be reached at 2019 Turcas Annual Report
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	Internal Control Systems, Internal Audit Operations and Board of Directors' Opinion regarding these systems
Name of the Chairman	Erdal Aksoy
Name of the CEO	Batu Aksoy
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Chair 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	https://www.kap.org.tr/tr/Bildirim/781592
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	1, Ratio: 14%

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
Erdal Aksoy	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	06/03/1980	not independent	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Banu Aksoy Tarakçıoğlu	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	04/08/2005	not independent	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Saffet Batu Aksoy	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	04/08/2005	not independent	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Mehmet Timuçin Tecmen	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	21/06/2018	not independent	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Emre Derman	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/06/2018	https://www.kap.org.tr/tr/Bildirim/677415	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Mustafa Ergen	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/06/2018	https://www.kap.org.tr/tr/Bildirim/688695	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Matthew James Bryza	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	24/05/2012	not independent	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)

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	% 100
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	7 days
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations/ 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	-
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Committees within Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/612600

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)	-	Emre Derman	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Mustafa Ergen	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Mustafa Ergen	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Mehmet Timuçin Tecmen	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Matthew James Bryza	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Erkan İlhanterkin	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Eda Yüksel	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Altan Kolbay	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Pınar Saatcioğlu	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Emre Derman	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Banu Aksoy Tarakçıoğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Erkan İlhanterkin	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Eda Yüksel	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Murat Şimşek	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması	-	Ayşe Nihal Şeker	Hayır (No)	

Komitesi (Committee of Early Detection of Risk)				Yönetim kurulu üyesi değil (Not board member)
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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)	Committees within Board of Directors (2019 Annual Report)
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)	Committees within Board of Directors (2019 Annual Report)
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)	Duties of nomination committee are carried out by Corporate Governance Committee
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)	Committees within Board of Directors (2019 Annual Report)
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)	Duties of remuneration committee are carried out by Corporate Governance Committee
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)	-
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/ Corporate Governance/ Policies
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)	Remuneration for Board Members and Senior Executives (2019 Annual Report)

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	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 43	% 14	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 83	% 17	6	6