

SASA POLYESTER SANAYİ A.Ş.

Corporate Governance Information Form

2020 - Annual Notification

Summary

2020 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	None.
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/en/Bildirim/828957
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The English version of the General Assembly Meeting documents are not published.
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 was no such transaction during the year.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	There was no such transaction during the year.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	There was no such transaction during the year.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations/ Our Policies/ Donation and Contribution 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/en/Bildirim/413574
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	There is no such provision.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There was no attendance other than shareholders to the 2019 General Assembly meeting. However, there is no restriction on stakeholders' participation in the General Assembly.
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	% 64,8
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 /Our 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.	It is located at https://www.sasa.com.tr/en/investor-relations/general-assembly-information
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/en/Bildirim/835803

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
07/04/2020	0	% 86,16	% 86,16	% 0	Investor Relations / General Assembly Information	Investor Relations / General Assembly Information	There is no such provision.	63	https://www.kap.org.tr/en/Bildirim/828957

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/ frequently-asked-questions
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
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	The Committees Created 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	There is no such situation.
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	There is no such situation.
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	Important Information About Filed Against The Company and Ongoing Litigation and Their Possible Results
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	Vision & Mission & Values

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 situation.
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	Our Responsibilities Towards Our Employees

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	There is no such section.
The number of definitive convictions the company was subject to in relation to breach of employee rights	There is no such section.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Committee
The contact detail of the company alert mechanism	etik@sasa.com.tr
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	There is no such section.
Corporate bodies where employees are actually represented	In our company, both unionized and non-unionized colleagues participate in the management with different methods and share their views.
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 Board of Directors is authorized to evaluate the managers who contribute to the realization of the strategic goals of the company and to assign them to related 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.	Human Resources / Our Human Resources 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.	Human Resources / Our Human Resources Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	There was no such situation
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Human Resources / SASA Business Ethic Rules
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 / Sustainability
Any measures combating any kind of corruption including embezzlement and bribery	Human Resources / SASA Business Ethic Rules

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	-
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	No delegations have been made 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	There is a report has been prepared by the internal audit unit.
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	Risk Management and Internal Control Mechanism / Audit Committee
Name of the Chairman	İbrahim ERDEMOĞLU
Name of the CEO	Mustafa Kemal ÖZ
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The chairman and chief executive officer / general manager are different individuals.
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	Our company has been insured within the scope of "Manager Liability Insurance" due to the faults and damages that may cause the company during its duties, including the members of the Board of Directors and senior executives. However, our Company did not disclose Public Disclosure Platform individually.
	Although there is no company policy, due care is taken. Studies are

The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	carried out to find suitable candidates for the criteria.
The number and ratio of female directors within the Board of Directors	There are no female members.

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
İbrahim ERDEMOĞLU	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	30/04/2015		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ali ERDEMOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/04/2015		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mehmet ŞEKER	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	11/07/2016		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mehmet ERDEMOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/04/2015		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mahmut BİLEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	01/08/2016	https://www.kap.org.tr/en/Bildirim/835803	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Haci Ahmet KULAK	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/03/2018	https://www.kap.org.tr/en/Bildirim/835803	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Kadir BAL	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	07/04/2020	https://www.kap.org.tr/en/Bildirim/835803	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)	49
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	3-5
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Company Articles of Association and Changes
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	The Committees Created Within the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/835954

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)		Mahmut BİLEN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Haci Ahmet KULAK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mahmut BİLEN	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Haci Ahmet KULAK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mahmut BİLEN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Haci Ahmet KULAK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ali Bülent YILMAZEL	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)	Investor Relations / Board of Directors 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)	Investor Relations / Board of Directors Committees /Corporate Management Committee
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)	Investor Relations / Board of Directors Committees /Corporate Management 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)	Investor Relations / Board of Directors Committees / Early Detection of Risk Committee
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)	Investor Relations / Board of Directors Committees /Corporate Management 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)	Message from the Chairman of the Board
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Our 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)	Remuneration of the Executive and Board Members

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
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Denetim Komitesi (Audit Committee)		% 100	% 100	5	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	7	7
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 67	% 67	7	7