

ENERJİSA ENERJİ A.Ş.

Corporate Governance Information Form

2021 - Annual Notification

Summary

2021 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	In 2021, due to pandemic the meetings were held online. Enerjisa participated to 9 online conferences and in total had 64 meetings with existing and potential investors.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
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/915655
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	All documents were presented in English simultaneously except the list of attendees. Since the list of attendees was taken from the system in Turkish, it was presented in Turkish.
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	Such transactions do not exist
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 transactions in the scope of Article 9
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/en/Bildirim/1004427
The name of the section on the corporate website that demonstrates the donation policy of the company	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/donation-grants-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/921884
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	N/A
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	https://www.kap.org.tr/en/Bildirim/921884

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.	N/A
The percentage of ownership of the largest shareholder	% 40
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.	N/A
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Under the Corporate Governance - Policies section of the Investor Relations website. (https://www.enerjisainvestorrelations.com/en/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.	Not proposed
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	Not proposed

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
30/03/2021	0	% 86	% 0,11	% 86	Corporate Governance section of the IR web site.	https://www.enerjisainvestorrelations.com/Media/Default/pdf/genel-kurul/Enerjisa_2020_Meeting_Minutes_of_Ordinary_General_Assembly.pdf	N/A	0	https://www.kap.org.tr/en/Bildirim/915655 , https://www.kap.org.tr/en/Bildirim/921884

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.	Under the tabs on the Investor Relations 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.	https://www.enerjisainvestorrelations.com/en/corporate/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	2021 Annual Report, Corporate Governance- Duties of the Members of the Board of Directors and Executives Conducted Out of the Company - 2021 Annual Report, Corporate Governance- Declarations on Independence of 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	2021 Annual Report: Corporate Governance- Legal Developments
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	2021 Annual Report: Corporate Governance- Legal Developments
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	2021 Annual Report: Corporate Governance- Legal Developments
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	2021 Annual Report: Corporate Governance- Legal Developments
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	2021 Annual Report: Corporate Governance- Legal Developments

investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts 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 cross-ownership
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	2021 Annual Report: Corporate Governance- Legal Developments - 2021 Annual Report: Sustainability- Corporate Social Responsibility 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	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/Compensation-Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	21
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Head of Internal Audit
The contact detail of the company alert mechanism	https://www.enerjisa.com.tr/en/about-enerjisa/company-profile/working-principlesethical-statement
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	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/human-resources-policy
Corporate bodies where employees are actually represented	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/human-resources-policy
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	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/human-resources-policy , https://www.enerjisainvestorrelations.com/en/corporate-governance/committee-charters/corporate-governance-committee-charter
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.	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/human-resources-policy , https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/diversity-and-inclusion-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.	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/human-resources-policy , https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/Anti-retaliation-policy , https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/diversity-and-inclusion-policy
The number of definitive convictions the company is subject to in relation to health and safety measures	11
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	https://www.enerjisainvestorrelations.com/en/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.	https://www.enerjisainvestorrelations.com/en/sustainability/sustainability-reports-menu
Any measures combating any kind of corruption including embezzlement and bribery	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/anti-bribery-anti-corruption-policy

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	15.12.2021
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	N/A
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	20 process audit reports and 80 ethics investigations
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	2021 Annual Report: Corporate Governance- Legal Developments, 2021 Annual Report: Corporate Governance- Internal Control
Name of the Chairman	Kıvanç Zaimler
Name of the CEO	Murat Pınar
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	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	PDP disclosure is not available. There is a directors and officers liability insurance with a limit of 30 million USD for the individual liability of the executives and members of the Board of Directors for their improper performance during their duties. The amount of the insurance covers 25% of the Company's capital as of 31.12.2021. Although the coverage had been lower than 25% intermittently during the year dependent on the volatility in the exchange rate, it satisfied the anticipated moderate risk level.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/diversity-and-inclusion-policy
The number and ratio of female directors within the Board of Directors	2 - 25%

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
KIVANÇ ZAIMLER	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/07/2018		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
JOHAN MAGNUS MOERNSTAM	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/08/2020		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
EVA-MARIA VERENA VOLPERT	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2018		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
THORSTEN LOTT	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/01/2022		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
CENK ALPER	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	12/05/2021		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
HAKAN TİMUR	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/08/2019		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
MEHMET SAMİ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/03/2018	https://www.kap.org.tr/en/Bildirim/915655	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
FATMA DİLEK YARDIM	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/03/2018	https://www.kap.org.tr/en/Bildirim/915655	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)	2 online meetings, 3 hybrid meetings (online/physical) and 1 report circulation
Director average attendance rate at board meetings	% 94
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
The name of the section on the corporate website that demonstrates information about the board charter	Article 10 - Articles of Association (https://www.enerjisainvestorrelations.com/en/corporate/articles-of-association)
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	N/A
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	2021 Annual Report: Corporate Governance-Legal Developments
Link(s) to the PDP announcement(s) with the board committee charters	Under Committee Charter tab in Investor Relations website, https://www.kap.org.tr/en/Bildirim/1004425 , https://www.kap.org.tr/en/Bildirim/934675

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)		Fatma Dilek Yardım	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Mehmet Sami	Hayır (No)	Yönetim kurulu üyesi (Board member)

Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Fatma Dilek Yardım	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mehmet Sami	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Hakan Timur	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Johan Magnus Moernstam	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mehmet Sami	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Michael Moser	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Thorsten Lott	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Hakan Timur	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Sabriye Gözde Çullas	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)	2021 Annual Report: Corporate Governance- Legal Developments, Website: https://www.enerjisainvestorrelations.com/en/corporate-governance/committee-charters/audit-committee-charter
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)	2021 Annual Report: Corporate Governance- Legal Developments, Website: https://www.enerjisainvestorrelations.com/en/corporate-governance/committee-charters/corporate-governance-committee-charter
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)	2021 Annual Report: Corporate Governance- Legal Developments, Website: https://www.enerjisainvestorrelations.com/en/corporate-governance/committee-charters/corporate-governance-committee-charter
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)	2021 Annual Report: Corporate Governance- Legal Developments, Website: https://www.enerjisainvestorrelations.com/en/corporate-governance/committee-charters/early-risk-detection-committee-charter
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)	2021 Annual Report: Corporate Governance- Legal Developments, Website: https://www.enerjisainvestorrelations.com/en/corporate-governance/committee-charters/corporate-governance-committee-charter
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)	2021 Annual Report: Corporate Governance- Legal Developments

Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Under Corporate Governance - Policies section of the Investor Relations website (https://www.enerjisainvestorrelations.com/en/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)	2021 Annual Report: Corporate Governance- Legal Developments

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	5
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 50	6	8
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 80	% 20	4	4