



KAMUYU AYDINLATMA PLATFORMU

KOÇ HOLDİNG A.Ş. Corporate Governance Information Form 2022 - Annual Notification

Summary

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	Attended 16 roadshow and conferences, met with around 450 investors
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/en/Bildirim/1007954
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	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	https://www.koc.com.tr/investor-relations/corporate-overview-and-governance
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/926383
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	15-a
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Under normal circumstances, general meetings are held open to the public. However, due to the pandemic concerns and the restrictions of authorities on collective gatherings, in the general assembly meetings held in 2022, our

	shareholders were prioritized in terms of acceptance to meeting venue.
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.	Koç Holding shares have been divided into two groups as Group A and B. Each registered Group A share is entitled to 2 voting rights at the General Assembly Meeting. However, for decisions concerning the amendment to the Articles of Association or filing a lawsuit of acquaintance and responsibility, all shares have 1 (one) right to vote. Family Danışmanlık Gayrimenkul ve Ticaret A.Ş. owns all of Group A shares which correspond to %42.23 of the total voting rights. Current shareholder structure is available in the annual report.
The percentage of ownership of the largest shareholder	% 43,65
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.	Dividend was distributed.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

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
01/04/2022	0	% 81	% 6	% 75	Investor Relations - Corporate Governance – General Assembly Meetings	Investor Relations - Corporate Governance – General Assembly Meetings	-	0	https://www.kap.org.tr/en/Bildirim/1015223
25/08/2022	0	% 81	% 0	% 81	Investor Relations - Corporate Governance – General Assembly Meetings	Investor Relations - Corporate Governance – General Assembly Meetings	-	0	https://www.kap.org.tr/en/Bildirim/1058323

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 – About Koç Holding – 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	Corporate Governance and Other Information
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	Legal Disclosures
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	Legal Disclosures
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	Legal Disclosures

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%	Legal Disclosures
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 and Human Resources

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	Albeit a policy devoted specifically to this subject, all rights of the stakeholders of Koç Holding and Koç Group companies are managed in accordance with national and international legal norms.
The number of definitive convictions the company was subject to in relation to breach of employee rights	None
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	According to the Koç Group Whistleblowing Policy available on Koç Holding website, unfair practices against employees and the company and violations of business partners shall be investigated by the Koç Holding Internal Audit Department. Koç Holding Legal and Compliance Department is mainly responsible to perform the investigations related to the private law violations. Koç Holding Internal Audit Department and Koç Holding Legal and Compliance Department act as the consultancy function in order to monitor the effectiveness of the Investigations conducted within Koç Group in general, and to increase the quality of the outputs.
The contact detail of the company alert mechanism	The Ethics Hotline accessible via Koç Holding website provides the options to raise a concern online or by phone. https://secure.ethicspoint.eu/domain/media/en/gui/108227/index.html
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	Internal regulations are not publicly available or accessible.
	Our coworkers both in our unionized and non-unionized companies participate in management and share their opinions through various methods

Corporate bodies where employees are actually represented	. The annual Employee Loyalty Surveys that are conducted at all our companies collect the opinions of all our coworkers anonymously in open-ended questionnaire format. Through various communication meetings held at our companies, company-related information is shared with the employees, dealers and other stakeholders, and their questions and comments are obtained.
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	A succession plan is developed for all key managerial positions. Upon CEO approval, these succession plans are finalized with the approval of the Chairman of the Board.
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.	Koç Holding signed United Nations Global Compact in 2006 and is part of United Nations HeForShe IMPACT since 2015. The Personnel Code which defines the criteria for recruitment is accessible by all employees; job announcements include the required competencies. Code of Ethics cover and emphasize creating equal opportunities . https://www.koc.com.tr/about-us/code-of-ethics-and-compliance-policies Koç Group values its employees and respects their rights. The policy of “Our Most Important Asset is our People,” best summarizes the basic approach of the Koç Group to 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.	Life in Koç – Koç Culture and Our Priorities & Being a Part of Koç
The number of definitive convictions the company is subject to in relation to health and safety measures	None
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	About - Code of Ethics and Compliance Policies
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

Any measures combating any kind of corruption including embezzlement and bribery

Principles on these topics are covered in Code of Ethics as well as under the Anti-Bribery and 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	30/12/2022
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 delegation was made among the board members.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	Internal audit unit provides combined information to the audit committee each year regarding the operations within the year.
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 and Audit
Name of the Chairman	Ömer M. Koç
Name of the CEO	Levent Çakıroğlu
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
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	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Investor Relations - Corporate Governance
The number and ratio of female directors within the Board of Directors	4 (%33)

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
Rahmi M. Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/01/ 1963				
Ömer M. Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/04/ 2004				
Ali Y. Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/01/ 2008				
Semahat S. Arsel	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/01/ 1972				
Caroline N. Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	05/04/ 2016				
İpek Kırar	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	05/04/ 2016				
Levent Çakıroğlu	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	05/04/ 2016				
Jacques A. Nasser	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/03/ 2015				
Emily K. Rafferty	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	22/03/ 2018	https://www.kap.org.tr/Bildirim/1007954	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Dr. Cem M. Kozlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	13/11/ 2019	https://www.kap.org.tr/Bildirim/1007954	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
	İcrada Görevli Değil (	Bağımsız üye (		https://www.kap.org.tr/			

Peter Martyr	Non-executive)	Independent director)	09/04/ 2021	tr/Bildirim/ 1007954	Değerlendirildi (Considered)	Hayır (No)	
Michel Ray de Carvalho	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	01/04/ 2022	https:// www.kap.org.tr/ tr/Bildirim/ 1007954	Değerlendirildi (Considered)	Hayır (No)	

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	6
Director average attendance rate at board meetings	% 98
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	1 week in advance for strategic meetings, at least 1 business day in advance for all other meetings
The name of the section on the corporate website that demonstrates information about the board charter	Koç Holding Board Working Principles is not a publicly available document.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no such policy.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Explanations Regarding Corporate Governance
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/926981

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)		Dr. Cem M. Kozlu	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Emily K. Rafferty	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Dr. Cem M. Kozlu	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		İpek Kırar	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Polat Şen	Hayır (No)	Yönetim kurulu üyesi deęil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Peter Martyr	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Caroline N. Koç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Dięer (Other)	Nomination and Remuneration Committee	Emily K. Rafferty	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Dięer (Other)	Nomination and Remuneration Committee	Ali Y. Koç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Dięer (Other)	Executive Committee	Semahat S. Arsel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Dięer (Other)	Executive Committee	Rahmi M. Koç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Dięer (Other)	Executive Committee	Ömer M. Koç	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Dięer (Other)	Executive Committee	Ali Y. Koç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Dięer (Other)	Executive Committee	İpek Kırar	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)	Explanations Regarding 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)	Explanations Regarding 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)	Explanations Regarding 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)	Explanations Regarding 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)	Explanations Regarding 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)	Board of Directors Report
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations – Corporate Governance
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 Policy

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	3	9

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 67	% 33	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 50	6	6
Diğer (Other)	Nomination and Remuneration Committee	% 100	% 50	2	2