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KAMUYU AYDINLATMA PLATFORMU

ENERJİSA ENERJİ A.Ş.
Corporate Governance Information Form
2023 - Annual Notification

Summary

2023 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	Enerjisa participated to 1 conference and in total had 50 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/1119403
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/1118284
The name of the section on the corporate website that demonstrates the donation policy of the company	Under the Corporate Governance - Policies section of the Investor Relations website https://www.enerjisainvestorrelations.com/en/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/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/1129457

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/
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
29/03/2023	0	% 83,923	% 0,004	% 83,92	Corporate Governance section of the IR web site.	https://www.enerjisainvestorrelations.com/medium/ReportAndPresentation/File/2629/enerjisa2022meetingminutesofordinarygeneralassembly.pdf	N/A	0	https://www.kap.org.tr/en/Bildirim/1119403
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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	SECTION NAME: DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVES CONDUCTED OUT OF THE COMPANY & SECTION NAME: DECLARATIONS 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	SECTION NAME: RISKS AND THE EVALUATION OF THE MANAGEMENT BODY/COMMITTEES
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	SECTION NAME: RISKS AND THE EVALUATION OF THE MANAGEMENT BODY/BOARD OF DIRECTOS MEETINGS
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	SECTION NAME: COMPANY'S OPERATIONS AND RELATED MAJOR 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	SECTION NAME: COMPANY'S OPERATIONS AND RELATED MAJOR 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 investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	SECTION NAME: COMPANY'S OPERATIONS AND RELATED MAJOR DEVELOPMENTS

	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%	SECTION NAME: COMPANY'S OPERATIONS AND RELATED MAJOR DEVELOPMENTS
	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	SECTION NAME: COMPANY'S OPERATIONS AND RELATED MAJOR DEVELOPMENTS

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	Under the Corporate Governance - Policies section of the Investor Relations website https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/
The number of definitive convictions the company was subject to in relation to breach of employee rights	53
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	Human Resources Policy, under the Corporate Governance - Policies section of the Investor Relations website https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/
Corporate bodies where employees are actually represented	https://www.enerjisainvestorrelations.com/medium/ReportAndPresentation/File/402/humanresourcespolicy.pdf
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	Human Resources Policy: https://www.enerjisainvestorrelations.com/medium/ReportAndPresentation/File/402/humanresourcespolicy.pdf Corporate Governance Committee Charter: https://www.enerjisainvestorrelations.com/medium/ReportAndPresentation/File/918/corporategovernancecommitteecharter.pdf
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 Policy and Diversity and Inclusion Policy under the Corporate Governance - Policies section of the Investor Relations website https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/
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 Policy, Anti-Retaliation Policy and Diversity and Inclusion Policy under the Corporate Governance - Policies section of the Investor Relations website https://www.enerjisainvestorrelations.com/en/corporate-governance/policies
The number of definitive convictions the company is subject to in relation to health and safety measures	1
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	Anti-Bribery and Anti-Corruption Policy under the Corporate Governance - Policies section of the Investor Relations website https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/

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	4.12.2023
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	22 process audit reports and 87 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	SECTION NAME: COMPANY'S OPERATIONS AND RELATED MAJOR DEVELOPMENTS
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 annoucement 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	https://www.kap.org.tr/en/Bildirim/1133358
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Diversity and Inclusion Policy under the Corporate Governance - Policies section of the Investor Relations website https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/
The number and ratio of female directors within the Board of Directors	3 female directors - 37.5%

Composition of Board of Directors

			The First Election	Link To PDP Notification That Includes	Whether the Independent Director	Whether She/He is the Director Who Ceased to Satisfy	Whether The Director Has At Least 5 Years' Experience On Audit,

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	Date To Board	The Independency Declaration	Considered By The Nomination Committee	The Independence or Not	Accounting And/Or Finance Or Not
KIVANÇ ZAİMLER	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)
YEŞİM ÖZLALE ÖNEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/03/2023		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
THORSTEN LOTT	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/01/2022		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
NUSRET ORHUN KÖSTEM	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/04/2022		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
GUNTRAM WÜRZBERG	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/04/2022		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
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)
KAMURAN UÇAR	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	01/04/2022	https://www.kap.org.tr/en/Bildirim/1015064	Değerlendirildi (Considered)	Hayır (No)	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	5
Director average attendance rate at board meetings	% 95
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	SECTION NAME: RISKS AND THE EVALUATION OF THE MANAGEMENT BODY/COMMITTEES
Link(s) to the PDP announcement(s) with the board committee charters	Under Committee Charter tab in Investor Relations website (https://www.enerjisainvestorrelations.com/en/corporate-governance/committee-charters), https://www.kap.org.tr/en/Bildirim/1004425, https://www.kap.org.tr/en/Bildirim/1015065, https://www.kap.org.tr/en/Bildirim/1072715

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)		Kamuran Uçar	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)		Kamuran Uçar	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Nusret Orhun Köstem	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Thorsten Lott	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Kamuran Uçar	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Guntram Würzberg	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Yeşim Özlale Önen	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Burak Şimşek	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)	SECTION NAME: RISKS AND THE EVALUATION OF THE MANAGEMENT BODY/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)	SECTION NAME: RISKS AND THE EVALUATION OF THE MANAGEMENT BODY/COMMITTEES
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)	SECTION NAME: RISKS AND THE EVALUATION OF THE MANAGEMENT BODY/COMMITTEES
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)	SECTION NAME: RISKS AND THE EVALUATION OF THE MANAGEMENT BODY/COMMITTEES
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)	SECTION NAME: RISKS AND THE EVALUATION OF THE MANAGEMENT BODY/COMMITTEES
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)	SECTION NAME: COMPANY'S OPERATIONS AND RELATED MAJOR DEVELOPMENTS
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Renumeration Policy is Under Corporate Governance - Policies section of the Investor Relations website https://www.enerjisainvestorrelations.com/en/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)	SECTION NAME: FINANCIAL RIGHTS GRANTED TO THE MEMBERS OF THE MANAGEMENT BODY AND THE SENIOR-LEVEL EXECUTIVE OFFICERS

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
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 50	3	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 25	4	4