



**KAMUYU AYDINLATMA PLATFORMU**

**ENERJİSA ENERJİ A.Ş.**  
**Corporate Governance Information Form**  
**2018 - Annual Notification**

**Summary Info**

Corporate Governance Information Forms



## 1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc. ) organised by the company during the year	125 Meetings, internal and abroad 8 roadshows, 5 conferences
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/666429">https://www.kap.org.tr/tr/Bildirim/666429</a>
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	Such transactions are not existing.
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)	No transactions in the scope of Article 10
The name of the section on the corporate website that demonstrates the donation policy of the company	<a href="https://www.enerjisainvestorrelations.com/tr/kurumsal-yonetim-politikalar/bagis-yardim-politikasi">https://www.enerjisainvestorrelations.com/tr/kurumsal-yonetim-politikalar/bagis-yardim-politikasi</a>
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/tr/Bildirim/671488">https://www.kap.org.tr/tr/Bildirim/671488</a>
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	<a href="https://www.kap.org.tr/tr/Bildirim/671488">https://www.kap.org.tr/tr/Bildirim/671488</a>
<b>1.4. Voting Rights</b>	
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

<b>1.5. Minority Rights</b>	
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
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	In the Investor Relations Tab in the corporate website
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
29/03/2018	0	% 83	% 0	% 100	In the Investor Relations Tab in the corporate website	No questions received	N/A	0	<a href="https://www.kap.org.tr/tr/Bildirim/666429">https://www.kap.org.tr/tr/Bildirim/666429</a>

## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
<b>2.1. Corporate Website</b>	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	In the Investor Relations Tab in the corporate 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.	No such shareholder is existing
List of languages for which the website is available	English and Turkish
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
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	2018 Annual Report - 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	2018 Annual Report - CGP Compliance Report
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	2018 Annual Report - CGP Compliance Report
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	2018 Annual Report - Major Developments in 2018
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	The Board of Directors' Annual Reports which are published in PDP
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	Not Existing

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%	Not Existing
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	2018 Annual Report - Sustainability and Corporate Social Responsibility

## 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Not Existing
The number of definitive convictions the company was subject to in relation to breach of employee rights	29
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	ENETIK@enerjisa.com, 0312 573 55 55
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Enerjisa corporate website - Career
Corporate bodies where employees are actually represented	Defined in the Enerjisa HR Policy
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Defined in the Enerjisa HR Policy
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.	Enerjisa corporate website - Career
Whether the company provides an employee stock ownership programme	Pay edindirme plani 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.	Enerjisa HR Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	13
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	<a href="https://www.enerjisainvestorrelations.com/en/corporate-governance/code-of-ethics">https://www.enerjisainvestorrelations.com/en/corporate-governance/code-of-ethics</a>

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.

2018 Annual Report

Any measures combating any kind of corruption including embezzlement and bribery

[https://  
www.enerjisinvestorrelations.com  
/en/corporate-governance/policies  
/anti-bribery-anti-corruption-policy](https://www.enerjisinvestorrelations.com/en/corporate-governance/policies/anti-bribery-anti-corruption-policy)

## 4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
<b>4.2. Activity of the Board of Directors</b>	
Date of the last board evaluation conducted	13.12.2018
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	Chairman: Kivanç Zaimler Deputy Chairman : Eric Rene C. Depluet
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
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	2018 Annual Report - CGP Compliance Report
Name of the Chairman	Kivanç Zaimler
Name of the CEO	Ziya Erdem
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	Enerjisa has subscribed to Board of Directors a liability insurance of 25 mEUR. For the coverage of 25% of the capital, required operations are ongoing.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	No written diversity policy, but application is in line with the relevant term.
The number and ratio of female directors within the Board of Directors	2 , %25

### 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'



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
Kıvanç Zaimler	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	01/07/2018	N/A	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Eric Rene C. Depluet	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	15/06/2018	N/A	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Cenk Alper	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2018	N/A	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Manfred Michael Paasch	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/08/2018	N/A	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	N/A	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Barış Oran	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2018	N/A	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Fatma Dilek Yardım	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/03/2018	<a href="https://www.kap.org.tr/Bildirim/671488">https://www.kap.org.tr/Bildirim/671488</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mehmet Sami	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/03/2018	<a href="https://www.kap.org.tr/Bildirim/671488">https://www.kap.org.tr/Bildirim/671488</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical board meetings in the reporting period (meetings in person)	6
Director average attendance rate at board meetings	% 85
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	2018 Annual Report - CGP Compliance Report
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	N/A
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	2018 Annual Report - CGP Compliance Report
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/677987">https://www.kap.org.tr/tr/Bildirim/677987</a>

### 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)	N/A	"Fatma Dilek Yardım, Mehmet Sami "	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	N/A	"Mehmet Sami, Cenk Alper, Manfred Michael Paasch, Sascha Bibert "	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	N/A	"Fatma Dilek Yardım, Mehmet Sami, Cenk Alper, Eric Rene C. Depluet "	Evet (Yes)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Board Committees-II</b>	
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)	2018 Annual Report - CGP Compliance 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 )	2018 Annual Report - CGP Compliance 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)	2018 Annual Report - CGP Compliance Report
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 )	2018 Annual Report - CGP Compliance 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)	2018 Annual Report - CGP Compliance Report
<b>4.6. Financial Rights</b>	
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)	2018 Annual Report - Strategy and Targets
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	In the Investor Relations Tab in the corporate website
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)	2018 Annual Report - CGP Compliance 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)	N/A	% 100	% 100	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	N/A	% 75	% 50	4	6
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	N/A	% 75	% 25	3	3