

BRİSA BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET A.Ş. Corporate Governance Information Form 2019 - Annual Notification

Summary

Corporate Governance Information Forms

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	82
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	Special auditor was not requested.
The number of special audit requests that were accepted at the General Shareholders' Meeting	Special auditor was not requested.
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/741131
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	YES
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 operation.
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)	https://www.kap.org.tr/tr/Bildirim/740965
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 was no such operation.
The name of the section on the corporate website that demonstrates the donation policy of the company	INVESTOR RELATIONS/ INVESTOR RELATIONS/ DONATIONS AND 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/424828
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Articles of Association Article 17-23
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The Members of the Board of Directors, Shareholders and representatives, The Company Auditor, The General Secretary and personnels who have responsibilities for

	General Assembly took part in the General Assembly Meeting.
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.	None
The percentage of ownership of the largest shareholder	% 43,63
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.	not expanded
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	INVESTOR RELATIONS/ INVESTOR RELATIONS/ 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.	https://www.kap.org.tr/tr/Bildirim/741132
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/tr/Bildirim/749263

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
22/03/2019	0	% 87,8	% 0,21	% 87,59	Investor Relations / General Assembly Documents	Investor Relations / General Assembly Documents	0	60	https://www.kap.org.tr/tr/Bildirim/749263

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.	"Corporate" and "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/ Shareholder Structure
List of languages for which the website is available	TR/ENG
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	"The Board of Directors" pg. Between 19-26 and "The Declaration of Independence" pg. 84-85
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	"Number, Structure and Independence of the Committees Established within the Board of Directors" pg. Between 74-78
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	"Operating Principles of the Board of Directors" pg. 73-74
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 has not been any amendments to the relevant legislation.
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	There is no important case. Pg. 46
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	There is not a conflict of interest.

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%	In this context, there is no mutual participation.
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	"Codes of Conduct and Social Responsibility" pg. 69-71

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 employee severance and remedy policy. There is a paragrap in the Human Resources policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	There is no finalized case against The Company.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Board
The contact detail of the company alert mechanism	n.ozkan@brisa.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	the internal regulation addressing the participation of employees on management bodies are not presented in the corporate website
Corporate bodies where employees are actually represented	There is no Corporate bodies where employees are actually represented; the Turkish Petroleum, Chemicals, and Tyre Industry Laborers Syndicate (Lastik-İş) represents the employees
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 Corporate Governance Committee oversees the backup efforts for key executive positions.
	Sabancı Group Code of Business Ethics, "Our Responsibilities Towards Our Employees" and "

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.	Establishing and Preserving a Fair Working Environment 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.	Sabancı Group Code of Business Ethics, "Our Responsibilities Towards Our Employees" and "Establishing and Preserving a Fair Working Environment Policy"
The number of definitive convictions the company is subject to in relation to health and safety measures	There is no finalized case against The Company.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Corporate/Our Culture
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 Policy Any discrimination within the organization based on race, religion, gender, age, political opinion, language, physical challenge or similar reasons is not tolerated. We strive to ensure that people of different beliefs , views and opinions work together in harmony by creating a positive and cordial work environment that supports cooperation and prevents conflict. We administer programs that contribute to preserving employee health that we accept as important to ensuring our employees' quality of life and success .
Any measures combating any kind of corruption including embezzlement and bribery	Investor Relations / Corporate Governance / Policies / Anti Bribery and 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	December 2019
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	Cenk Alper, Chairman of the Board Naohisa Yoda, Vice-Chairman of the Board Mustafa Bayraktar, Board Member Barış Oran, Board Member Frederic Jean Hubert Cecile Hendrickx, Board Member Mete Ekin, Board Member Makoto Hashimoto, Board Member Ahmed Cevdet Alemdar, Board Member Saadet Ruba Unkan Ergener, Board Member Mehmet Tanju Ula, Independent Board Member Mehmet Kahya, Independent Board Member
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	5
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 Audit and Internal Control Mechanism" pg. 45
Name of the Chairman	Cenk ALPER
Name of the CEO	Ahmed Cevdet ALEMDAR
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Unrelated because he is not the same person.
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 insurance does not exceed 25% of the equity

The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Not exist
The number and ratio of female directors within the Board of Directors	1-%9

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
Cenk Alper	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	31/03/2017		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Naohisa Yoda	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	13/09/2019		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)
Mete Ekin	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	03/07/2017		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Mustafa Bayraktar	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	19/04/2004		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Barış Oran	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/04/2012		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Frederic Jean Hubert Cecile Hendrickx	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	18/09/2015		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)

Makoto Hashimoto	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	20/01/2017		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Ahmed Cevdet Alemdar	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	02/05/2017		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Saadet Ruba Unkan Ergener	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	22/03/2018		Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)
Mehmet Tanju Ula	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	22/03/2018	https://www.kap.org.tr/tr/ek-indir/4028328c61c473770161dddbc7982e1d	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mehmet Kahya	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	22/03/2018	https://www.kap.org.tr/tr/ek-indir/4028328c61c473770161dddbc7982e1d	Değerlendirilmedi (Not 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)	4
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	7 Days
The name of the section on the corporate website that demonstrates information about the board charter	INVESTOR RELATIONS/ INVESTOR RELATIONS/ ARTICLES OF ASSOCIATION
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	It is not restricted for the members of the Board of Directors to take other duties outside the company.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	"Number, Structure and Independence of the Committees Established within the Board of Directors" pg. Between 74-78
Link(s) to the PDP announcement(s) with the board committee charters	The committee has working principles, but KAP notification has not been made.

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)		Mehmet Tanju Ula	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Denetim Komitesi (Audit Committee)		Mehmet Kahya	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mehmet Tanju Ula	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mehmet Kahya	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Barış Oran	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Naohisa Yoda	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Reşat Oruç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mehmet Kahya	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Barış Oran	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Naohisa Yoda	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)	Annual Report, Audit Committee pg. 75-76
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)	Annual Report, Corporate Governance Committee pg. 76-78
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)	Annual Report, Corporate Governance Committee pg. 76-78
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)	Annual Report, Early Identification of Risk Committee pg. 78
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)	Annual Report, Corporate Governance Committee pg. 76-78
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)	Annual report, Financial Results and Ratios, pg 43-45
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Wages 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)	Annual Report, Corporate Governance Compliance Report, "Financial Rights" pg. 83

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

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	% 80%	% 20	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 67	% 33	4	6