



**KAMUYU AYDINLATMA PLATFORMU**

**ENERJİSA ENERJİ A.Ş.**  
**Corporate Governance Information Form**  
**2019 - Annual Notification**

**Summary**

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	175 Meetings, internal and abroad 7 roadshows, 4 conferences and 1 analyst day
<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/en/Bildirim/745076">https://www.kap.org.tr/en/Bildirim/745076</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/en/corporate-governance/policies/donation-grants-policy">https://www.enerjisainvestorrelations.com/en/corporate-governance/policies/donation-grants-policy</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/en/Bildirim/750490">https://www.kap.org.tr/en/Bildirim/750490</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/en/Bildirim/750490">https://www.kap.org.tr/en/Bildirim/750490</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	Under CG Policies tab in IR web site
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
28/03/2019	0	% 86	% 0	% 86	CG-General Assambly	N/A	N/A	0	<a href="https://www.kap.org.tr/en/Bildirim/745076">https://www.kap.org.tr/en/Bildirim/745076</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.	Under CG section in IR web site.
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.	<a href="https://www.enerjisainvestorrelations.com/en/corporate/shareholder-structure">https://www.enerjisainvestorrelations.com/en/corporate/shareholder-structure</a>
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	2019 Annual Report - Management and CG sections
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	2019 Annual Report - Management and CG sections
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	2019 Annual Report - CGP Compliance Report and Information forms
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	2019 Annual Report - Operational Development sections
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	Activity reports which are published in the PDP with financial results.
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	2019 Annual Report - Sustainability section

## 3. STAKEHOLDERS

3. STAKEHOLDERS	
<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	47
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
<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 - HR Policy
Corporate bodies where employees are actually represented	Enerjisa corporate website - 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	Enerjisa corporate website - 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 - HR 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.	Enerjisa corporate website - HR Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	5
<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.enerjisa.com.tr/en/about-enerjisa/company-profile/working-principles">https://www.enerjisa.com.tr/en/about-enerjisa/company-profile/working-principles</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.

Annual Report - Sustainability CSR

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)





Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	Election Date To Board	That Includes The Independency Declaration	Director 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)
Hakan Timur	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	20/09/2019	N/A	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Manfred Michael Paasch	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/08/2018	N/A	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
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)	Hayır (No)
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/en/Bildirim/671488">https://www.kap.org.tr/en/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/en/Bildirim/671488">https://www.kap.org.tr/en/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	% 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	7
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations - Corporate Governance
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	2019 Annual Report - CG Information Report
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/en/Bildirim/819919">https://www.kap.org.tr/en/Bildirim/819919</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, Michael Moser, Manfred Michael Paasch, Hakan Timur	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	N/A	Fatma Dilek Yardım, Mehmet Sami, Hakan Timur, Eric Rene C. Depluet	Evet (Yes)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
<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)	2019 Annual Report - CG Information Form
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 )	2019 Annual Report - CG Information Form
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)	2019 Annual Report - CG Information Form
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 )	2019 Annual Report - CG Information Form
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)	2019 Annual Report - CG Information Form
<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)	2019 Annual Report - Strategy
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Under CG Policies tab in the IR 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)	2019 Annual Report - Independent Audit 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

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	N/A	% 75	% 50	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	N/A	% 75	% 25	5	8