



KAMUYU AYDINLATMA PLATFORMU

TÜPRAŞ-TÜRKİYE PETROL RAFİNERİLERİ A.Ş.

Corporate Governance Information Form

2019 - Annual Notification

Summary

2019 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	14 Conferences and roadshows are attended. Meetings held with approximately 500 fund managers and analyst
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/tr/Bildirim/741472
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	English and Turkish materials are provided at the same time
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 are no such transactions
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 are no such transactions,
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/tr/Bildirim/740905
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / 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/tr/Bildirim/349385
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 14 -a
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The General Assembly meeting was held open to the public, including stakeholders and the media without seeking a requirement of the right to speak.

General Meeting Date	clarification of the agenda of the General Shareholders' Meeting	to the General Shareholders' Meeting	directly present at the GSM	represented by proxy	Meeting minutes, and also indicates for each resolution the voting levels for or against	questions asked in the general assembly meeting and all responses to them	Meeting minutes in relation to related party transactions	insiders received by the board of directors	shareholder meeting notification
20/03/2019	0	% 86,8	% 0	% 86,8	Investor Relations /General Assembly /Minutes of AGM	Investor Relations /General Assembly / Minutes of AGM			https://www.kap.org.tr/tr/Bildirim/748872

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 / Corporate Governance
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	"General Assembly/Board of Directors' Resumes Corporate Governance / Declaration for Independency"
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 / Evaluation of Operating Principles and Effectiveness of Board of 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	Corporate Governance / Principles Compliance Report / Operating Principles of the Board of Directors
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	Legal Disclosures

<p>investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest</p>	
<p>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%</p>	<p>Legal Disclosures</p>
<p>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</p>	<p>Human Resources / Corporate Responsibility Projects</p>

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	Investor Relations / Corporate Governance /Policies
The number of definitive convictions the company was subject to in relation to breach of employee rights	32
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Risk Management and Audit Manager
The contact detail of the company alert mechanism	https://piy.tupras.com.tr/BildirimKayit.aspx
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	"Summary of the activities carried out are explained below. In order to award the employees' actions and efforts that support business values and objectives, "Refined Suggestions" system is implemented to support and encourage individual and original ideas on process improvement, energy saving, resource efficiency, productivity in production, environmental protection and occupational safety through the "Tüpraş Appreciation Recognition and Rewarding" system. Furthermore, employees' evaluations on the practices, and their loyalty and satisfaction are measured with the Employee Satisfaction surveys. The results of the survey are considered in company activities, and the improvement targets are added to the performance cards of the Company's Top Management. Behavior-based safety tours, in which Tüpraş executives also participate, are held at Tüpraş as part of the "Visible Leadership" practice. In safety tours, "visible leadership" is demonstrated with

	<p>the active participation of the management, where positive safety behavior receives appreciation and is encouraged, risks in the behavior of people and working conditions are identified and corrected, communication and dialogue are strengthened to ensure a safe working environment, awareness is developed, and an environment in which employees can share their opinions and observations on safety is created. Another practice for involving employees in decisions is the right to speak granted to two representatives from the labor union in disciplinary committee decisions concerning employees working on hourly basis, pursuant to the collective agreement."</p>
<p>Corporate bodies where employees are actually represented</p>	<p>Our colleagues' opinions are obtained unanimously through surveys and open-ended questions with annual Employee Commitment Survey. Through various communication meetings in Tüpraş, information on the Company is shared with employees and other stakeholders. Their questions and comments are also obtained during these meetings.</p>
<p>3.3. Human Resources Policy</p>	
<p>The role of the board on developing and ensuring that the company has a succession plan for the key management positions</p>	<p>A succession plan is created for all key management positions. This Succession Plan is finalized by submitting the approval of the Chairman of the Board of Directors following the approval of the CEO.</p>
<p>The name of the section on the corporate website that demonstrates the human resource policy covering equal</p>	<p>"Tüpraş assumes the responsibility to adopt attitudes and behaviors in compliance with Tüpraş Code of Ethics which is described in detail below, in all its operations and relationships, before all individuals and organizations which it has business relations with in Turkey and abroad, the society it operates in, its customers, suppliers, shareholders and employees. Tüpraş also commits itself to comply with Global Compact criteria adopted by Koç Holding and expand the adoption of these</p>

<p>opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.</p>	<p>criteria by other parties, particularly in its industry. Personnel Guide which includes personnel recruitment criteria is available for all employees and qualifications required for each position are included in job postings. Moreover, equal opportunity in recruitment is highlighted in Ethical Code of Conduct. https://www.tupras.com.tr/uploads/Tupras_Etik_Davranis_Kurallari.pdf</p>
<p>Whether the company provides an employee stock ownership programme</p>	<p>Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)</p>
<p>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.</p>	<p>Decision was taken to ensure employees can appeal to Human Resources Department in case of any problems regarding discrimination and misconduct and this has been communicated to all employees. Ethics Board mechanism was established with the participation of Risk Management and Audit, Legal, Corporate Communications and Human Resources Departments and it's being actively operated .</p>
<p>The number of definitive convictions the company is subject to in relation to health and safety measures</p>	<p>9</p>
<p>3.5. Ethical Rules and Social Responsibility</p>	
<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>Career/Ethical Rules</p>
<p>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.</p>	<p>http://www.tupras.com.tr/cr-report</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>http://www.tupras.com.tr/anti-corruption-policy</p>

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
Ömer M. Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	26/01/2006		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Ali Y. Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/03/2009		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Rahmi M. Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	04/06/2008		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Semahat S. Arsel	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/03/2009		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Levent Çakıroğlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/03/2015		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Erol Memioğlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	26/01/2006		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Yağız Eyüboğlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	04/04/2016		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Zafer Sönmez	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	20/03/2019		Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Muharrem Hilmi Kayhan	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	https://www.kap.org.tr/en/Bildirim/741472	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Ayşe Canan Ediboğlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	https://www.kap.org.tr/en/Bildirim/741472	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

Kamil Ömer Bozer	İcrada Görevli Değil () Non-executive Independent director)	Bağımsız üye () Independent director)	21/03/ 2018	https:// www.kap.org.tr/ en/Bildirim/ 741472	Değerlendirildi () Considered)	Hayır (No)	Evet (Yes)
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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)	3
Director average attendance rate at board meetings	% 91
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	There is no determination
The name of the section on the corporate website that demonstrates information about the board charter	There is no determination
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no determination
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/749716

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)	-	Muharrem Hilmi Kayhan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Kamil Ömer Bozer	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Muharrem Hilmi Kayhan	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Yağız Eyüboğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Doğın Korkmaz	Hayır (No)	Yönetim kurulu üyesi deęil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Ayşe Canan Ediboęlu	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Erol Memioęlu	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)	Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of 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)	Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of 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)	Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of 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)	Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of 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)	Corporate Governance / Evaluation of Operating Principles and Effectiveness of Board of 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)	Message From The Chairman
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance / Remuneration 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)	Financial Report Notes 31

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	7	7
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 67	% 33	7	7
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 50	6	6