

Corporate Governance Principles Compliance Report

Corporate Management Principles Compliance Statement

Doğtaş Kelebek Mobilya Sanayi ve Ticaret A.Ş. (Doğtaş Kelebek or the Company) carries out its activities in accordance with the “Capital Markets Board Corporate Governance Principles” published by the Capital Markets Board (CMB) (II-17.1). Doğtaş Kelebek manages its relations with its shareholders, employees, customers and all other related parties with an efficient governance and supervision approach, adopting the well-established components of corporate governance, such as accountability, equality, transparency and responsibility.

It is fully compliant with the principles set forth by the Corporate Governance Communique No. II17.1 and with the majority of the non-mandatory principles. Though it aims to fully comply with the non-mandatory Corporate Governance Principles, it has not yet achieved this goal due to the difficulties experienced in practice of some of the principles and to the lack of compatibility between some of the principles and the market’s and the company’s current structure. We are currently working on the principles that have not yet been put into action and will be implementing them upon completion of the administrative, legal and technical infrastructure to help in effective management of the Company.

The following titles explain why some of the items could not be put in practice. We feel there to be no conflict of interest created by these items at present.

The Corporate Governance Compliance Report (URF) and the Corporate Governance Information Form (KYBF) for the accounting period of January 1, 2020–December 31, 2020 of the Company were prepared in compliance with the principles set out by the CMB resolution No. 2/49 dated January 10, 2019, and the CMB Communique No. II-17.1 on Corporate Governance. You can read the Corporate Governance Compliance Report (URF) and Corporate Governance Information Form (KYBF) of Doğtaş Kelebek for the accounting period January 1, 2020–December 31, 2020 on the Corporate Governance/Corporate Governance Principles Compliance Reports section of the corporate website (www.dogtaskaleb.com) or on the corporate Public Disclosure Platform (PDP) website (kap.gov.tr).

You can find the following information on our Company's page at the Public Disclosure Platform, under the Corporate Governance Compliance section.

| Corporate Governance Compliance Report | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|------------------------------------|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS | | | | | | |
| 1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website. | X | | | | | |
| 1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION | | | | | | |
| 1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit. | X | | | | | |
| 1.3. GENERAL ASSEMBLY | | | | | | |
| 1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics. | X | | | | | |
| 1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting. | | | | | X | Such a situation has not occurred. |
| 1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting. | X | | | | | |
| 1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions. | X | | | | | |
| 1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak. | X | | | | | |

| | Company Compliance Status | | | | | Explanation |
|--|---------------------------|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 1.4. VOTING RIGHTS | | | | | | |
| 1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights. | X | | | | | |
| 1.4.2 - The company does not have shares that carry privileged voting rights. | X | | | | | |
| 1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control. | | | | | X | Our Company does not have any cross-shareholding relations with any other company. |
| 1.5. MINORITY RIGHTS | | | | | | |
| 1.5.1 - The company pays maximum diligence to the exercise of minority rights. | X | | | | | |
| 1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights. | | | X | | | Our Articles of Association does not contain a definition of minority shares other than the one stated in the Capital Market legislation. With regard to minority rights, we comply with the provisions of Turkish Commercial Code (TCC) and Capital Markets Board (CMB). |
| 1.6. DIVIDEND RIGHT | | | | | | |
| 1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website. | X | | | | | |
| 1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future. | X | | | | | |

| | Company Compliance Status | | | | | Explanation |
|--|---------------------------|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item. | X | | | | | |
| 1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company. | X | | | | | |
| 1.7. TRANSFER OF SHARES | | | | | | |
| 1.7.1 - There are no restrictions preventing shares from being transferred. | X | | | | | |
| 2.1. CORPORATE WEBSITE | | | | | | |
| 2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1. | X | | | | | |
| 2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months. | X | | | | | |
| 2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content. | | X | | | | The majority of the Turkish content is provided in English. |
| 2.2. ANNUAL REPORT | | | | | | |
| 2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities. | X | | | | | |
| 2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2. | X | | | | | |

| | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 3.1. CORPORATION'S POLICY ON STAKEHOLDERS | | | | | | |
| 3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles. | X | | | | | |
| 3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website. | | X | | | | We do not employ a special policy for stakeholders. Their rights are protected under the general regulations, agreements and good will. |
| 3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues. | X | | | | | |
| 3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner. | X | | | | | |
| 3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT | | | | | | |
| 3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management. | | | X | | | There is no provision about this matter in the Articles of Association; employees are encouraged to participate in the company management via internal programs. |
| 3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them. | | X | | | | We collect the requests, ideas and complaints of our stakeholders regarding the major decisions that will affect their interests. We also conduct and assess surveys. |
| 3.3. HUMAN RESOURCES POLICY | | | | | | |
| 3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions. | | X | | | | We have adopted an employment policy promoting equal opportunities; however, there is no succession planning for the key management roles. |
| 3.3.2 - Recruitment criteria are documented. | X | | | | | |
| 3.3.3 - The company has a policy on human resources development, and organises trainings for employees. | X | | | | | |
| 3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health. | X | | | | | |
| 3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken. | X | | | | | |

| | Company Compliance Status | | | | | Explanation |
|--|---------------------------|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration. | X | | | | | |
| 3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment. | | | X | | | We are currently working on establishing and implementing a Code of Ethics that will include such procedures. The details in this provision will be covered in the Rules of Ethical Conduct. |
| 3.3.8 - The company ensures freedom of association and supports the right for collective bargaining. | X | | | | | |
| 3.3.9 - A safe working environment for employees is maintained. | X | | | | | |
| 3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS | | | | | | |
| 3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction. | X | | | | | |
| 3.4.2 - Customers are notified of any delays in handling their requests. | X | | | | | |
| 3.4.3 - The company complied with the quality standards with respect to its products and services. | X | | | | | |
| 3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers. | X | | | | | |
| 3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY | | | | | | |
| 3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website. | | X | | | | We are currently working on establishing and implementing a Code of Ethics. We will announce the Code to the public on our website once we complete it. |
| 3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery. | X | | | | | |

| | Company Compliance Status | | | | | Explanation |
|--|---------------------------|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 4.1. ROLE OF THE BOARD OF DIRECTORS | | | | | | |
| 4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place. | X | | | | | |
| 4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance. | X | | | | | |
| 4.2. ACTIVITIES OF THE BOARD OF DIRECTORS | | | | | | |
| 4.2.1-The board of directors documented its meetings and reported its activities to the shareholders. | X | | | | | |
| 4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report. | X | | | | | |
| 4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity. | X | | | | | |
| 4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report. | X | | | | | |
| 4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined. | X | | | | | |
| 4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders. | X | | | | | |
| 4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital. | | X | | | | Board members are covered by executive liability insurance for any damages caused during their service, not exceeding 25 percent of the capital. |

| | Company Compliance Status | | | | | Explanation |
|--|---------------------------|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 4.3. STRUCTURE OF THE BOARD OF DIRECTORS | | | | | | |
| 4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy. | | | X | | | There is no policy calling for a minimum of 25 percent female representation on the Board. |
| 4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance. | X | | | | | |
| 4.4. BOARD MEETING PROCEDURES | | | | | | |
| 4.4.1-Each board member attended the majority of the board meetings in person. | X | | | | | |
| 4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members. | | X | | | | No notice period relating to this matter has been defined. However, we take the utmost care to share the necessary information with our members within a reasonable time prior to the meeting. |
| 4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members. | X | | | | | |
| 4.4.4 - Each member of the board has one vote. | X | | | | | |
| 4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board. | X | | | | | |
| 4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any. | X | | | | | |
| 4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting. | | | X | | | No limitation has been put on the board members to take on duties outside the Company. The CVs and past duties of the board members are provided in the annual report. |

| | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 4 4.5. BOARD COMMITTEES | | | | | | |
| 4.5.5 - Board members serve in only one of the Board's committees. | | | X | | | Due to their numbers, each independent board member takes part in more than one committee. |
| 4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views. | X | | | | | |
| 4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report. | | | X | | | The committees did not purchase consulting services in 2020. |
| 4.5.8 - Minutes of all committee meetings are kept and reported to board members. | X | | | | | |
| 4.6. FINANCIAL RIGHTS | | | | | | |
| 4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively. | | | X | | | Performance reviews for the Board of Directors have not been conducted. |
| 4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them. | X | | | | | |
| 4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report. | | | X | | | The remunerations and all benefits provided to the senior executives are disclosed to the public as a sum on the annual report. However, the disclosure is not made per individuals. |

| | |
|---|--|
| 1.1. Facilitating the Exercise of Shareholders Rights | |
| The number of investor meetings (conference, seminar/etc.) organised by the company during the year | 11 piece |
| 1.2. Right to Obtain and Examine Information | |
| The number of special audit request(s) | A special auditor was not requested. |
| The number of special audit requests that were accepted at the General Shareholders' Meeting | A special auditor was not requested at the General Assembly. |
| 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/873034 |
| Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time | It is not offered simultaneously. "Doğtaş Kelebek" will be later added to the corresponding date in the explanations section for the special circumstances on the English website. |
| 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 | No such transaction exists throughout the year. |
| 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 such transaction exists under - 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) | We have no transactions under the corresponding article. |
| The name of the section on the corporate website that demonstrates the donation policy of the company | Investor Relations / Comperate Governance /Donation and Grants Policy |
| The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved | - |
| The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting | Article 29, Article 30 |
| Identified stakeholder groups that participated in the General Shareholders' Meeting, if any | The General Assembly was conducted publicly with the stakeholders and media attending as observers. |
| 1.4. Voting Rights | |
| Whether the shares of the company have differential voting rights | No |
| In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares. | - |
| The percentage of ownership of the largest shareholder | 7,34% |
| 1.5. Minority Rights | |
| Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association | No |
| If yes, specify the relevant provision of the articles of association. | - |
| 1.6. Dividend Right | |
| The name of the section on the corporate website that describes the dividend distribution policy | Investor Relations / Comperate Governance/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/884986 |
| 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/884986 |

| | | |
|--|--|---|
| General Meeting Date | | 30.10.2020 |
| General Assembly Meetings | The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting | 0 |
| | Shareholder participation rate to the General Shareholders' Meeting | 43,13% |
| | Percentage of shares directly present at the GSM | 0.06% |
| | Percentage of shares represented by proxy | 37,13% |
| | 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 | Investor Relations /General Assembly-Meetings/General Assembly Meetings |
| | 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 | Investor Relations /General Assembly-Meetings/General Assembly Meetings |
| | 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 | - |
| | The number of declarations by insiders received by the board of directors | 24 |
| The link to the related PDP general shareholder meeting notification | https://www.kap.org.tr/tr/Bildirim/884986 | |

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 / Financial and Operational Data, Investor Relations/ Announcements |
| 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. | About us / Shareholding Structure And Subsidiaries |
| List of languages for which the website is available | Turkish, 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 | Part IV – Corporate Governance Principles Compliance Report / Operating Principles of the 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 | Part IV – Corporate Governance Principles Compliance Report / Committee Working Principles |
| 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 | Part IV – 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 | Part III – Other Explanations Part |
| 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 | Part III – Other Explanations Part |
| 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 | - |

| | |
|---|---|
| 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% | - |
| 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 | Corporate Governance Principles Compliance Report – Part III – 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 | No compensation policy exists. |
| The number of definitive convictions the company was subject to in relation to breach of employee rights | 0 |
| The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism) | Internal Audit Director and Human Resources (HR) Director |
| The contact detail of the company alert mechanism | etik@dogtaskelebek.com |
| 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 | - |
| Corporate bodies where employees are actually represented | Labor Union |
| 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 | No plan relating to this matter exists. |
| 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. | Doğtaş Kelebek Mainpage / Human Resources / HR Practices |
| Whether the company provides an employee stock ownership programme | No stock option plan exists. |
| 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. | - |
| The number of definitive convictions the company is subject to in relation to health and safety measures | 3 |
| 3.5. Ethical Rules and Social Responsibility | |
| The name of the section on the corporate website that demonstrates the 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. | Doğtaş Kelebek Mainpage - Social Responsibility |
| Any measures combating any kind of corruption including embezzlement and bribery | Work on Ethical Rules Policy is underway. The measures against all kinds of corruption, including extortion and bribery, will be included in this policy. |

| 4. BOARD OF DIRECTORS-I | |
|---|--|
| 4.2. Activity of the Board of Directors | |
| Date of the last board evaluation conducted | - |
| Whether the board evaluation was externally facilitated | No |
| Whether all board members released from their duties at the GSM | Yes |
| Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties | Davut Doğan -Chairman, Board of Directors Şadan Doğan- Vice Chairman, Board of Directors, İsmail Doğan-CEO |
| Number of reports presented by internal auditors to the audit committee or any relevant committee to the board | 85 |
| 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 | Risk Management and Internal Audit Mechanism |
| Name of the Chairman | Davut Doğan -Chairman, Board of Directors |
| Name of the CEO | İsmail Doğan - CEO |
| If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles | - |
| 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 name of the section on the corporate website that demonstrates current diversity policy targeting women directors | - |
| The number and ratio of female directors within the Board of Directors | 0, %0 |

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 |
|-------------------------------|-----------------------------------|-------------------------------------|----------------------------------|---|---|--|--|
| DAVUT DOĞAN | Executive | Not independent director | 28/09/ 2012 | - | Not considered | No | No |
| ŞADAN DOĞAN | Non-executive | Not independent director | 09/05/ 2017 | - | Not considered | No | No |
| İSMAİL DOĞAN | Non-executive | Not independent director | 26/07/2019 | - | Not considered | No | No |
| MERT GÜVENEN | Non-executive | Not independent | 01/07/2016 | - | Not considered | No | Yes |
| BEKİR ÖZKAN HAKAN YAVAŞAL | Non-executive | Independent director | 15/11/2017 | - | Considered | No | Yes |
| HAYRETTİN KAPLAN | Non-executive | Independent director | 08/12/2017 | - | Considered | No | Yes |

| 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) | 12 |
| Director average attendance rate at board meetings | 94% |
| Whether the board uses an electronic portal to support its work or not | No |
| Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter | No specific period has been defined. We exercise the utmost care to share the relevant information and documents with our members within a reasonable time prior to the meeting. |
| The name of the section on the corporate website that demonstrates information about the board charter | The related matters are included in the section of Board Meetings under Article 15 of the Articles of Association. |
| Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors | - |
| 4.5. Board Committees | |
| Page numbers or section names of the annual report where information about the board committees are presented | Corporate Governance Principles Compliance Report /Structure and Independence of Committees Established by the Board of Directors |
| Link(s) to the PDP announcement(s) with the board committee charters | The committee working principles are available on our corporate website. (Investor Relations / Financial and Operational Data) |

| Composition of Board Committees-I | | | |
|--|--|---------------------------------------|------------------------------------|
| Names Of The Board Committees | Name-Surname of Committee Members | Whether Committee Chair Or Not | Whether Board Member Or Not |
| Audit Committee | Hayrettin Kaplan | Yes | Board member |
| | Bekir Özkan Hakan Yavaşal | No | Board member |
| Corporate Governance Committee | Hayrettin Kaplan | Yes | Board member |
| | Elif Yılmaz | No | Not board member |
| | Aysun Vardan | No | Not board member |
| Committee of Early Detection of Risk | Hayrettin Kaplan | Yes | Board member |
| Committee of Early Detection of Risk | Tarik Aksoy | No | Not board member |
| Committee of Early Detection of Risk | Saniye Selin Uras | No | Not board member |

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) | Part IV – Corporate Governance Principles Compliance Report / Operating Principles of the Board of Directors |
| 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) | Part IV – Corporate Governance Principles Compliance Report / Operating Principles of the Board of Directors |
| 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) | Part IV – Corporate Governance Principles Compliance Report / Operating Principles of the Board of Directors |
| 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) | Part IV – Corporate Governance Principles Compliance Report / Operating Principles of the Board of Directors |
| 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) | Part IV – Corporate Governance Principles Compliance Report / Operating Principles of the Board of Directors |
| 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) | - |
| Specify the section of website where remuneration policy for executive and non-executive directors are presented. | Investor Relations/Policies/Compensation 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) | Part III- The payments to the board members and senior executives. |

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 Number Of Meetings Held In Person | The Number Of Reports On Its Activities Submitted To The Board |
|--------------------------------------|---|---|---------------------------------------|--|
| Audit Committee | 100% | 100% | 5 | 5 |
| Committee of Early Detection of Risk | 100% | 33% | 4 | 1 |
| Corporate Governance Committee | 100% | 33% | 6 | 6 |