



## KAMUYU AYDINLATMA PLATFORMU

# KARSAN OTOMOTİV SANAYİİ VE TİCARET A.Ş. Corporate Governance Information Form 2023 - Annual Notification

### Summary

Corporate Governance Information Form For The Year 2023

## 1. SHAREHOLDERS

Related Companies

Related Funds

<b>1. SHAREHOLDERS</b>	
<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	Above 100
<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/1141404">https://www.kap.org.tr/en/Bildirim/1141404</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	No. Documents related to the general assembly meeting are not presented in English simultaneously with Turkish.
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	Since the transactions in the relevant article did not occur, no announcement was made.
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)	Since the transactions in the relevant article did not occur, no announcement was made.
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)	<a href="https://www.kap.org.tr/en/Bildirim/1230877">https://www.kap.org.tr/en/Bildirim/1230877</a>
The name of the section on the corporate website that demonstrates the donation policy of the company	investor-relations/corporate-governance/policies-and-rules-about-corporate-governance
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/600671">https://www.kap.org.tr/en/Bildirim/600671</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	There is no article in the articles of association regulating the participation of stakeholders in the general assembly.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	At the Ordinary General Assembly for 2022 held on May 25, 2023, our Company's Board Member , one of the Independent Board Members, the Company's Executive Director and CEO, the Deputy General Manager of Financial Affairs and Finance, the persons responsible for the preparation of financial statements, the Company auditor and the General Manager. Company employees who wished to participate in the Board participated.
<b>1.4. Voting Rights</b>	



25/05/ 2023	0	% 61,72	% 0	% 61,72	investor-relations/general-assembly/ general-assembly-documents	investor-relations/general-assembly/ general-assembly-documents	There is no article or paragraph regarding related parties in the General Assembly meeting minutes.	0	<a href="https://www.kap.org.tr/en/Bildirim/1153863">https:// www.kap.org.tr/en /Bildirim/1153863</a>
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## 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.	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.	There are no real person shareholders holding more than 5% of the company's shares: <a href="https://www.karsan.com/en/corporate/about-karsan/shareholding-structure">https://www.karsan.com/en/corporate/about-karsan/shareholding-structure</a>
List of languages for which the website is available	Turkish, English, French, German, Italian, Portuguese, Polish, Lithuanian, Bulgarian, Romanian, Greek, Slovak, Spanish, Danish, Hebrew, Norwegian, Swedish, Dutch and Ukrainian
<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	It is included in the General Information / Information on the Board of Directors, Senior Executives and Number of Personnel / Senior Executives (I.d.iii) and Annex/1 and Annex/2 sections of the Annual Report of the Board of Directors published on the Public Disclosure Platform.
	General Information / Information on the Number of Board of Directors, Senior Executives and Personnel / Evaluation of the

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

Committees of the Board of Directors (I.d.ii) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.

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

General Information / Information on the Number of Board of Directors, Senior Executives and Personnel / Members of the Board of Directors (I.d.i) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.

c) 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

Company Activities and Important Developments Related to the Activities / Information on Changes in Legislation that May Significantly Affect the Company's Activities (IV.k ) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.

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 Company's Activities and Important Developments Related to the Activities / Lawsuits filed against the Company that may affect the Company's Financial Status and Activities and Information on Their Possible Consequences ( IV.e) of the Annual Report of the Board of Directors published on the Public Disclosure Platform.

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

The Company's Activities and Important Developments Related to the Activities / Information on the Conflicts of Interest between the Company and the Institutions It Provides Services on Issues such as Investment Advisory and

taken by the corporation in order to avoid from these conflicts of interest

Rating, and the Measures Taken by the Company to Avoid These Conflicts of Interest (IV.s) of the Annual Report of the Board of Directors published on the Public Disclosure Platform.

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%

Company Activities and Important Developments Related to the Activities / Information on the Company's Direct or Indirect Subsidiaries and Share Ratios (IV.c) of the Annual Report of the Board of Directors published on the Public Disclosure Platform.

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

The Company's Activities and Important Developments Related to the Activities / Information on Corporate Social Responsibility Activities Regarding the Social Rights, Vocational Training and Other Social and Environmental Results of the Company's Activities (IV.r) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.

## 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	investor-relations/corporate-governance/policies-and-rules-about-corporate-governance
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)	Head of Ethics Committee and/or Head of Human Resources
The contact detail of the company alert mechanism	Application by e-mail: etik@karsan.com.tr or by letter: Karsan Otomotiv Sanayii ve Ticaret A.Ş. Hasanaga OSB Mah. Hosab Sanayi Caddesi No: 53 16280 Nilüfer - Bursa
<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	There is no internal regulation regarding the participation of employees in management bodies.
Corporate bodies where employees are actually represented	The Company's Union Representatives are included in the Occupational Health and Safety Board, the Leave Board, the Disciplinary Board and social rights meetings.
<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	The board has no role in developing a succession plan for key executive positions.
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.	corporate/about-karsan/policies
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunuyor (There is 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.	corporate/about-karsan/policies
The number of definitive convictions the company is subject to in relation to health and safety measures	0
<b>3.5. Ethical Rules and Social Responsibility</b>	



<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>investor-relations/corporate-governance/policies-and-rules-about-corporate-governance</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>The corporate social responsibility page has been arranged in the Company's Annual Report for 2021, and the Company manages the Environmental Management System it has established to protect the environment and ensure continuity.</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>The measures taken to combat all kinds of corruption, including extortion and bribery, are regulated by the "Karsan Anti-Bribery and Anti-Corruption Policy".</p>

## 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	In the annual report of the Board of Directors of the Company, explanations about whether the targets set in the previous periods have been achieved or not are included. Apart from this, there is no separate performance evaluation.
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	As a result of the distribution of duties made by the Board of Directors among the members of the Board of Directors elected at the Ordinary General Assembly meeting of our company dated 25.05.2023; It has been decided to elect İnan KIRAÇ as the Chairman of the Board of Directors, Giancarlo BOSCHETTI as the Deputy Chairman of the Board of Directors, and Okan BAŞ as the Executive Board Member.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	6
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	It is included in the Risks and Evaluation of the Board of Directors (VI) section of the Annual Report of the Board of



OKAN BAŞ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	14/07/ 2016	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
MEHMET ALTAN SUNGAR	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	14/08/ 2015	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
FATMA FÜSUN AKKAL BOZOK	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	13/04/ 2017	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
MUHSİN MENGÜTÜRK	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	05/04/ 2019	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
NEVZAT TÜFEKÇİOĞLU	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	05/04/ 2019	<a href="https://www.kap.org.tr/en/Bildirim/1141404">https:// www.kap.org.tr /en/Bildirim/ 1141404</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
MÜFİT ATASEVEN	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	27/05/ 2021	<a href="https://www.kap.org.tr/en/Bildirim/1141404">https:// www.kap.org.tr /en/Bildirim/ 1141404</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
AHMET NEZİH OLCAY	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	21/04/ 2022	<a href="https://www.kap.org.tr/en/Bildirim/1141404">https:// www.kap.org.tr /en/Bildirim/ 1141404</a>	Değerlendirildi (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 or electronic board meetings in the reporting period	6
Director average attendance rate at board meetings	% 93
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 are no working principles of the Board of Directors.
The name of the section on the corporate website that demonstrates information about the board charter	The manner in which the Company's Board of Directors meetings will be held is determined in Article 10 of the Company's articles of association. Apart from the company's articles of association, there is no other in-company regulation on the subject. The company's articles of association are available in the Investor Relations / Corporate Governance / Articles of Association section of the website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	The manner in which the Company's Board of Directors meetings will be held is determined in Article 10 of the Company's articles of association. Apart from the company's articles of association, there is no other in-company regulation on the subject. The company's articles of association are available in the Investor Relations /

	Corporate Governance / Articles of Association section of the website.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	General Information / Information on the Number of Board of Directors, Senior Executives and Personnel / Evaluation of the Committees of the Board of Directors (I.d.ii) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.
Link(s) to the PDP announcement(s) with the board committee charters	-

#### 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)	-	Nevzat Tüfekçiöđlu	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi ( Audit Committee)	-	Ahmet Nezh Olcay	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Müfit Ataseven	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Muhsin Mengütürk	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Evren Uçak	Hayır (No)	Yönetim kurulu üyesi deđil (Not board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)	-	Nevzat Tüfekçiöđlu	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (	-		Hayır (No)	

Committee of Early Detection of Risk)		Fatma Füsun Akkal Bozok		Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)	-	Mehmet Altan Sungar	Hayır (No)	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)	General Information / Information on the Number of Board of Directors, Senior Executives and Personnel / Evaluation of the Committees of the Board of Directors (I.d.ii) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.
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 )	General Information / Information on the Number of Board of Directors, Senior Executives and Personnel / Evaluation of the Committees of the Board of Directors (I.d.ii) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.
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)	General Information / Information on the Number of Board of Directors, Senior Executives and Personnel / Evaluation of the Committees of the Board of Directors (I.d.ii) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.
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 )	General Information / Information on the Number of Board of Directors, Senior Executives and Personnel / Evaluation of the Committees of the Board of Directors (I.d.ii) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.
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)	General Information / Information on the Number of Board of Directors, Senior Executives and Personnel / Evaluation of the Committees of the Board of Directors (I.d.ii) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.
<b>4.6. Financial Rights</b>	
	In the section (IV.g) of the Annual Report of the Board of Directors published on the Public Disclosure Platform, the Company's Activities and Important Developments Related to the Activities / Whether the Goals Set in Previous



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)	Periods Have Been Achieved, whether the General Assembly Decisions Have Been Fulfilled , If the Goals Have Not Been Achieved or the Decisions Have Not Been Fulfilled.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	investor-relations/corporate-governance/ policies-and-rules-about-corporate-governance
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 Rights Provided to Members of the Board of Directors and Senior Executives (II) section of the Annual Report of the Board of Directors published on the Public Disclosure Platform.

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