



KAMUYU AYDINLATMA PLATFORMU

ÇATES ELEKTRİK ÜRETİM A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

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	10
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/1288683
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Evet (Yes)
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	-
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	" https://www.kap.org.tr/en/Bildirim/1287119 " and " https://www.kap.org.tr/en/Bildirim/1327089 "
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/en/Bildirim/1287119 " and " https://www.kap.org.tr/en/Bildirim/1327089 "
The name of the section on the corporate website that demonstrates the donation policy of the company	Corporate Website/ Investor Relations/ Corporate Governance/ Policies/Donation and Aid Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/1297774
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	An article has been added to the General Assembly Internal Directive and information on the subject is provided in the minutes of the general assembly meetings.

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	You can access the attendance list showing the participants of the Ordinary General Assembly Meeting for the Year 2023 held on 11.06.2024 from the link https://www.cates.com.tr/en/general-assembly
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Privileged holders are those who own Group A shares. The ratio is 50.99%
The percentage of ownership of the largest shareholder	% 79,99
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	None.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Corporate Website/ Investor Relations/ Corporate Governance/ Policies/Dividend Distribution 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.	You can access the meeting minutes of the Ordinary General Assembly Meeting for 2023 held on 11.06.2023 from the link https://www.cates.com.tr/en/general-assembly
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/en/Bildirim/1297774

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
11/06/2024	0	% 80,03	% 79,99	% 0,03	Corporate Website/Investor Relations/Corporate Governance/General Assembly	Corporate Website/Investor Relations/Corporate Governance/General Assembly	7	0	https://www.kap.org.tr/en/Bildirim/1297774

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Corporate Website/ 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.	Corporate Website/ Investor Relations/ Corporate Governance/ Shareholding Structure
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	2024 Annual Report/ Corporate Governance/ Board of Directors & 2024 Annual Report/Corporate Governance/ Independence Declarations
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	2024 Annual Report/ Corporate Governance/ Committees and Policies
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	2024 Annual Report/ Corporate Governance/ 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	2024 Annual Report/ Corporate Governance/ Legislative Amendments in 2024
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	2024 Annual Report/ Corporate Governance/ Information on Lawsuits Filed Against the Company that may Affect the Financial Position and Activities of the Company and Their Possible Results
	2024 Annual Report/ Corporate Governance/

<p>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</p>	<p>Other Matters/ Information on Conflicts of Interest between the Company and Institutions Providing Investment Consultancy and Rating Services and Measures Taken to Prevent These Conflicts</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>2024 Annual Report/ Corporate Governance/ Other Matters</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>2024 Annual Report/ Sustainability/Corporate Social Responsibility</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	Corporate Website/Investor Relations/Corporate Governance/Policies/ Compensation Policy
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 and Control Group Director
The contact detail of the company alert mechanism	https://www.cates.com.tr/en/policy/code-of-ethics-and-working
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 Website/Investor Relations/Corporate Governance/Policies/ Human Resources Policy
Corporate bodies where employees are actually represented	In our workplaces where there is a union, there is a union representative elected among the workers by the Union Branch Board of Directors and in all other workplaces there is an employee representative.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The development of a succession plan for key management positions is subject to the approval of the board of directors and the process is included in the human resources 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.	Corporate Website/Investor Relations/Corporate Governance/Policies/ Human Resources Policy/ Recruitment Management

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.	Corporate Website/Investor Relations/Corporate Governance/Policies/ Human Rights Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Corporate Website/ Corporate Governance/ Policies/Ethical Rules and Code of Conduct
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.	Corporate Website/Investor Relations/Corporate Governance/Policies/` Environmental Policy?, ` Sustainability Policy? and ` General Environmental Procedure?
Any measures combating any kind of corruption including embezzlement and bribery	There is an Anti-Bribery and Anti-Corruption Policy.

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	Each year, in the last week of the year, one-on-one meetings are held with the members of the Board of Directors to evaluate their overall performance.
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	Chairman of the Board of Directors Mehmet Akif GÜL, Vice Chairman of the Board of Directors Rıdvan Edip AKDENİZ
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	5
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	2024 Annual Report/ Corporate Governance/ Assessment of the Board of Directors & 2024 Annual Report/Corporate Governance/Internal Audit and Control Activities
Name of the Chairman	Chairman of the Board of Directors Aydem Holding A.Ş.- real person representative Mehmet Akif GÜL
Name of the CEO	Rıdvan Edip AKDENİZ
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	There is an executive liability policy, the amount of the policy does not exceed 25% of the share capital due to the high capital of the Company.

The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Corporate Website/ Investor Relations/ Corporate Governance/ Policies/Diversity Policy
The number and ratio of female directors within the Board of Directors	Number of Female Board Members 2, Ratio 33.3%

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
MEHMET AKİF GÜL	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	01/06/2021	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
RIDVAN EDİP AKDENİZ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	20/07/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
AYBEN KOY	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	11/06/2024	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
KEMAL USLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	11/06/2024	-	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
BARAN SALDANLI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	24/10/2024	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
FATMA ELİF YAĞLI	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	24/10/2024	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)

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	31
Director average attendance rate at board meetings	% 100
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	3
The name of the section on the corporate website that demonstrates information about the board charter	Corporate Website/ Investor Relations/ Corporate Governance/ Board of Directors Working Principles
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	2024 Annual Report/ Corporate Governance/ Committees and Policies
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/1219884

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)		Ayben KOY	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Kemal USLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Kemal USLU	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ayben KOY	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Hüseyin KONUR	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ayben KOY	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Kemal USLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ahmet Ersoy ÖNAL	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Investment Committee	Mehmet Akif GÜL	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Investment Committee	Rıdvan Edip AKDENİZ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Investment Committee	Ahmet Ersoy ÖNAL	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Investment Committee	Ayben KOY	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Investment Committee	Kemal USLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Cem ÇELEBİ	Evet (Yes)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sustainability Committee	Rıdvan Edip AKDENİZ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Tülin YILMAZ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sustainability Committee	Ayben KOY	Hayır (No)	Yönetim kurulu üyesi (Board member)

-	Sustainability Committee	Kemal USLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
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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)	2024 Annual Report/ Corporate Governance/ Committees and Policies/ Audit Committee
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)	2024 Annual Report/ Corporate Governance/ Committees and Policies/ Corporate Governance Committee
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)	2024 Annual Report/ Corporate Governance/ Committees and Policies/ Corporate Governance Committee
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)	2024 Annual Report/ Corporate Governance/ Committees and Policies/ Early Detection of Risk Committee
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)	2024 Annual Report/ Corporate Governance/ Committees and Policies/ Corporate Governance Committee
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)	2024 Annual Report/ Corporate Governance/ Assessment of the Board of Directors
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Corporate Website/ Investor Relations/ Corporate Governance/ 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)	2024 Annual Report/ Corporate Governance/ Financial Benefits Provided to 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 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	2	1
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 67	% 67	2	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 67	% 67	1	1
Diğer (Other)	Investment Committee	% 60	% 40	0	0
Diğer (Other)	Sustainability Committee	% 40	% 40	2	1