



KAMUYU AYDINLATMA PLATFORMU

KORDSA TEKNİK TEKSTİL A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

2024 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	Having met with 105 institutional investors/ analysts through 4 roadshows and conferences during the year 2024.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There is no such transaction.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There is no such transaction.
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/1261224 - April 19, 2024, dated 2023 General Assembly Meeting Information Document, 21.03.2024
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	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	There is no such transaction.
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 is no such transaction.
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)	There is no such transaction.
The name of the section on the corporate website that demonstrates the donation policy of the company	https://yatirimciiliskileri.kordsa.com/en/ - Investor Relations > Corporate Management > Policies - Donation and Aid Policy. 24.03.2015
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/425094 24.03.2015
	Articles of Association: Article 28 - https://yatirimciiliskileri.kordsa.com

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	/en/ - Investor Relations > Corporate Management > Articles of Association - Articles of Association TRY 194,529,076 May 9th, 2024.pdf
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Any stakeholders can participate in Kordsa General Assembly Meetings. Shareholders who April 19, 2024 attended the 2023 General Assembly are shown in the Participant List at the link https://www.kap.org.tr/en/Bildirim/1275461 at the date of 19.04.2024
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 71,11
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.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	CorporateManagement>CorporateManagement-Policies-DividendPolicy">https://yatirimciiliskileri.kordsa.com/en/-InvestorRelations>CorporateManagement>CorporateManagement-Policies-DividendPolicy . January 22nd, 2024
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.	21.03.2024 https://www.kap.org.tr/en/Bildirim/1261224 - Information Document of the 2023 Ordinary General Assembly Meeting dated 19 April 2024
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	19.04.2024 https://www.kap.org.tr/en/Bildirim/1275461 Minutes of the 2023 Ordinary General Assembly Meeting Dated April 19th 2024.pdf https://www.kap.org.tr/en/Bildirim/1275472 Dividend Distribution Table for the year 2023 April 19th 2024.pdf

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
19/04/2024	13	% 73,25	% 71,38	% 1,87	https://yatirimciiliskileri.kordsa.com/en/ - General Assembly > Meeting Records	https://yatirimciiliskileri.kordsa.com/en/ - General Assembly > Meeting Records	-	217	https://www.kap.org.tr/en/Bildirim/1275461

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.	https://yatirimciiliskileri.kordsa.com/en/ - Corporate Management - About Us ? Sustainability - Social Media - Contact Us
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.	https://yatirimciiliskileri.kordsa.com/en/ - Share Information > Shareholding Structure
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	1. General Information c) Board of Directors and Senior Manager , Board of Directors , Executive Committee - Declaration of Independence of Independent Members of the Board of Directors: Şerife Ebru DOĞRUOL AYĞİL, Güngör KAYMAK
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	6. Evaluation of Management Committees and Bodies - a) Early Detection of Risk Committee , b) Corporate Governance Committee , c) Audit Committee
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	1. General Information c) Board of Directors and Senior Manager - 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	-

<p>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</p>	-
<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>There is no conflict 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>There is no such cross-ownership.</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>2023 Activities; Human Resources , Corporate Governance; 8. Other Considerations - b) Occupational Health, Safety and Environment</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	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Kordsa Ethics Board President, Global Ethics Rules Consultant : Elif Gül (People and Culture Director)
The contact detail of the company alert mechanism	etik.tr@kordsa.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	Our employees attend to the Management through Unions, Kordsa Improvement Groups and Safety-Health-Environment Committee. Moreover, Kordsa conducts a survey biyearly via an independent research company to assess and improve employee satisfaction and commitment.
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	Annually, critical positions are identified and a succession plan is created for key critical positions. The Succession Plans is presented to the Corporate Governance Committee
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.	https://yatirimciiliskileri.kordsa.com/en/ - Corporate Management > Policies - Human Rights Policy. 10.06.2024

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.	https://yatirimciiliskileri.kordsa.com/en/ - Corporate Management > Policies - Human Rights Policy. 10.06.2024
The number of definitive convictions the company is subject to in relation to health and safety measures	-
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	https://yatirimciiliskileri.kordsa.com/en/ - Sustainability > Kordsa Ethics Line; Business Ethics - Ethics Line - Human Rights Management - Anti-Corruption - Information Security Policy - Personal Data Process and Protection Policy - Sanctions and Export Controls - Cookie Policy
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.	https://yatirimciiliskileri.kordsa.com/en/ - Sustainability > Social Performance; Employment - Human Rights Management - Occupational Health and Safety - Training and Development - Community Development > Environmental Performance; Environmental Management Approach Materials Management - Energy Management - Emissions Management - Waste Management - Water Management - Biodiversity Conservation
Any measures combating any kind of corruption including embezzlement and bribery	https://yatirimciiliskileri.kordsa.com/en/ - Sustainability > Strategy & Governance - Anti Corruption > Corporate Management > Policies - Anti Bribery and Anti Corruption Policy - Detailed information explained on 12.10.2021

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	None
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	None
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
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	Internal Auditing - 6. EVALUATION OF MANAGEMENT COMMITTEES AND BODIES c) Audit Committee
Name of the Chairman	Burak Turgut ORHUN
Name of the CEO	Burak Turgut ORHUN
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	https://www.kap.org.tr/en/Bildirim/1372707
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	2 and 33%

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
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Burak Turgut ORHUN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	05/09/2019	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ali ÇALIŞKAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/04/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Yeşim ÖZLALE ÖNEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	24/02/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Nusret Orhun KÖSTEM	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	12/05/2021	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Şerife Ebru DOĞRUOL AYĞİL	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	23/03/2022	https://www.kap.org.tr/en/Bildirim/1242605	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Güngör KAYMAK	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	24/03/2021	https://www.kap.org.tr/en/Bildirim/1242605	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	4
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	7 Days
The name of the section on the corporate website that demonstrates information about the board charter	https://yatirimciiliskileri.kordsa.com/en/ - Corporate Management > Articles of Association - Articles of Association May 9th, 2024 - Part III Board of Directors - Board Meetings: Article 15-
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	6. Evaluation of Management Committees and Bodies a) Early Detection of Risk Committee b) Corporate Governance Committee c) Audit Committee
Link(s) to the PDP announcement(s) with the board committee charters	Audit Committee - 17.03.2003 / Corporate Governance Committee - 24.02.2012 - https://www.kap.org.tr/tr/Bildirim/198894 / Early Detection of Risk Committee - 02.08.2013 - https://www.kap.org.tr/tr/Bildirim/301152

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)	-	Güngör KAYMAK	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Şerife Ebru DOĞRUOL AYGİL	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Şerife Ebru DOĞRUOL AYGİL	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Güngör KAYMAK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Yeşim ÖZLALE ÖNEN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Ayhan KARAKOCA	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Güngör KAYMAK	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Şerife Ebru DOĞRUOL AYGİL	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Ali ÇALIŞKAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Nusret Orhun KÖSTEM	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)	6. Evaluation of Management Committees and Bodies c) 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)	6. Evaluation of Management Committees and Bodies b) 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)	6. Evaluation of Management Committees and Bodies b) 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)	6. Evaluation of Management Committees and Bodies a) 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)	6. Evaluation of Management Committees and Bodies b) 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)	-
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://yatirimciiliskileri.kordsa.com/en/ - Corporate Management > Policies - Remuneration Policy - March 27th, 2012
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)	2. Financial rights granted to the members of the governing body and senior managers

Composition of Board Committees-II

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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	8	8
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 75	% 50	5	5
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 50	6	6