



KAMUYU AYDINLATMA PLATFORMU

KORDSA TEKNİK TEKSTİL A.Ş.
Corporate Governance Information Form
2019 - Annual Notification

Summary

2019 Corporate Governance Information Form



1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	4 conferences, 200+ institutional investors and 126 questions have been answered by telephone or e-mail
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	None
The number of special audit requests that were accepted at the General Shareholders' Meeting	None
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/742000 - 2018 Ordinary General Assembly Meeting Information Document dated as 20 March 2019
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	No
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	None
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)	None
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)	None
The name of the section on the corporate website that demonstrates the donation policy of the company	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/tr/Bildirim/425094
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	28
	Any stakeholders including media can

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	participate in Kordsa General Assembly Meetings. Shareholders who attended the General Assembly Meeting are shown in the Participant List at the link https://www.kap.org.tr/tr/Bildirim/748846
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	Investor Relations / Corporate Governance / Policies / 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.	-
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

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
20/03/2019	0	% 81	% 1	% 80	Investor Relations / General Meeting / Meeting Records	Investor Relations / General Meeting / Proxy Samples	-	130	https://www.kap.org.tr/tr/Bildirim/748846

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations / Why Invest? - Kordsa at a Glance - Shareholding Structure - Message from the Chairman - Message from the CEO - Corporate Governance - Presentations - Reports - Financials - News - Trade Registry Information - Information Society Services - General Meeting - Internal Directives - 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.	-
List of languages for which the website is available	English and Turkish
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 - d . Management body, its senior executives and number of personnel - Task performed outside the Company for Board of Directors and Executive Members / Independence Declarations of Independent Members of the Board of Directors
	1. General Information - d . Management body, its senior executives and number of personnel - Number, structure and

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	independency of committees created within board of directors
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 - d . Management body, its senior executives and number of personnel - Activity Principles of 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	7. Other Issues - 7. Legislation Amendments that may Significantly Affect Company Activities
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	4. Company Operations and Significant Developments in them - 5 . Information on important claims opened against the Company and ongoing and their possible results
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	None
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%	None
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	7. Other Issues - 1. Occupational, Health, Safety and Environment / 2. Human Resources

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)	Ethics Committee
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 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.	Investor Relations / Corporate Governance / Policies / Human Rights Policy

Whether the company provides an employee stock ownership programme	Pay edindirme plani 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.	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	-
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Sustainability / Strategy and Governance / Business 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.	Sustainability / Social Performance - Employment - Human Rights Management - Occupational Health and Safety - Training and Education / Environmental Performance - Environmental Management Policy - Materials Management - Energy Management - Emissions Management - Waste Management - Biodiversity Management - Water Management
Any measures combating any kind of corruption including embezzlement and bribery	Detailed information is provided in the Anti-Bribery and Anti-Corruption Policy under Strategy and Governance in Sustainability

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	Election Date To Board	That Includes The Independency Declaration	Director Considered By The Nomination Committee	Ceased to Satisfy The Independence or Not	Experience On Audit, Accounting And/Or Finance Or Not
Cenk ALPER	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	27/03/2017		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Mehmet YILDIZ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	27/03/2017		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Tamer SAKA	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	05/09/2019		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Burak Turgut ORHUN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	05/09/2019		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Semiha YAŞAR	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	15/11/2018	https://www.kap.org.tr/Bildirim/740972	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Mehmet SAMİ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	26/03/2018	https://www.kap.org.tr/Bildirim/661983	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 board meetings in the reporting period (meetings in person)	4
Director average attendance rate at board meetings	% 100
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	7 days
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Corporate Governance / Articles of Association / Articles of Association - 10.04.2017 - Part III Board of Directors - Board Meetings
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	1. General Information - d . Management body, its senior executives and number of personnel - Number, structure and independency of committees created within board o
Link(s) to the PDP announcement(s) with the board committee charters	Audit Committee - 17.03.2013 / 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)		Mehmet SAMİ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Semiha YAŞAR	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mehmet SAMİ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Semiha YAŞAR	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Burak TURGUT ORHUN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Volkan ÖZKAN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Semiha YAŞAR	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mehmet SAMİ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Tamer SAKA	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

<p>4. BOARD OF DIRECTORS-III</p>	
<p>4.5. Board Committees-II</p>	
<p>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)</p>	<p>1. General Information - d . Management body, its senior executives and number of personnel - Number, structure and independency of committees created within board of directors - Audit Committee, Committee Members and Working Principles</p>
<p>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)</p>	<p>1. General Information - d . Management body, its senior executives and number of personnel - Number, structure and independency of committees created within board of directors - Corporate Governance Committee, Committee Members and Working Principles</p>
<p>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)</p>	<p>1. General Information - d . Management body, its senior executives and number of personnel - Number, structure and independency of committees created within board of directors - Corporate Governance Committee, Committee Members and Working Principles</p>
	<p>1. General Information - d . Management body, its senior executives and number of personnel - Number, structure and independency of committees created</p>

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)	within board of directors - Early Detection of Risk Committee, Committee Members and Working Principles
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)	1. General Information - d . Management body, its senior executives and number of personnel - Number, structure and independency of committees created within board of directors - Corporate Governance Committee, Committee Members and Working Principles
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)	4. Company operations and significant developments in them / 7 . Other Issues - 7. Information and assessments regarding whether the determined targets were reached in the past periods, rule of general board are fulfilled, grounds if targets were reached or decisions were fulfilled
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance / Policies / Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	2. Financial rights provided to management body 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	5	5

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	% 50	% 50	4	6
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 67	% 67	6	6