

# HEKTAŞ TİCARET T.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	5 investment institutions, 7 analysts.
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)	<a href="https://www.kap.org.tr/tr/Bildirim/1264599">https://www.kap.org.tr/tr/Bildirim/1264599</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	No such process has been carried out
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 process has been carried out
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 are no such transactions
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)	The Public Disclosure Platform (KAP) announcement regarding related party transactions .
The name of the section on the corporate website that demonstrates the donation policy of the company	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/bagis-ve-yardim-politikasi">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/bagis-ve-yardim-politikasi</a>
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/tr/Bildirim/1129981">https://www.kap.org.tr/tr/Bildirim/1129981</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	None
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There are no restrictions on the participation of stakeholders in the General Assembly.
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.	None
The percentage of ownership of the largest shareholder	% 55,37
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	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/kar-dagitim-politikasi">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/kar-dagitim-politikasi</a>
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.	As a result of separate calculations made in accordance with the provisions of the Tax Procedure Law, the Corporate Tax Law, and the Income Tax Law, as well as the regulations of the Capital Markets Board's Communiqué No. II-14.1, a net loss has occurred in our legal records as of December 31, 2023. Therefore, there is no distributable profit. "Since there is no distributable profit base in the legal records as of December 31, 2023, we propose and request not to distribute dividends." The dividend distribution proposal was presented for approval. As a result of the voting, the proposal was accepted by a majority vote.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	<a href="https://www.kap.org.tr/tr/Bildirim/1278146">https://www.kap.org.tr/tr/Bildirim/1278146</a>

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
26/04/2024	0	% 60,38	% 0,03	% 60,35	<a href="https://hektas.com.tr/InvestorRelations/GeneralAssemblyMeetings">https://hektas.com.tr/InvestorRelations/GeneralAssemblyMeetings</a>	General Assembly Meeting Minutes and Attendance List	12	280	<a href="https://www.kap.org.tr/tr/Bildirim/1278146">https://www.kap.org.tr/tr/Bildirim/1278146</a>

## 2. DISCLOSURE AND TRANSPARENCY

<b>2. DISCLOSURE AND TRANSPARENCY</b>	
<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 Section
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.	<a href="https://hektas.com.tr/yatirimci-iliskileri/ortaklik-yapisi">https://hektas.com.tr/yatirimci-iliskileri/ortaklik-yapisi</a>
List of languages for which the website is available	Turkish - English
<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	/Annex-1 Independence Declarations of Independent Board Members
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	- MANAGEMENT STRUCTURE /COMMITTEE STRUCTURE - CORPORATE GOVERNANCE / WORKING PRINCIPLES OF THE COMMITTEES
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	- MANAGEMENT STRUCTURE /Board of Directors Members
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	- CORPORATE GOVERNANCE /Other Issues /Information Regarding Legislative Changes That May Significantly Affect the Company's 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	- CORPORATE GOVERNANCE /Other Issues /Legal Matters
	- CORPORATE GOVERNANCE /Other

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	Issues /Information Regarding Conflicts of Interest Between the Company and the Institutions Providing Services in Areas Such as Investment Advisory and Rating, and the Measures Taken by the Company to Prevent 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%	There is no such situation .
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	- GOVERNANCE STRUCTURE / Human Resources

### 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	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/tazminat-politikasi">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/tazminat-politikasi</a>
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)	Ethics Committee
The contact detail of the company alert mechanism	(0212) 403 34 53
<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	None
Corporate bodies where employees are actually represented	None
<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	<a href="https://hektas.com.tr/insan-kaynaklari/kariyer-planlama/">https://hektas.com.tr/insan-kaynaklari/kariyer-planlama/</a>
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.	<a href="https://hektas.com.tr/insan-kaynaklari/insan-kaynaklari-politikamiz/">https://hektas.com.tr/insan-kaynaklari/insan-kaynaklari-politikamiz/</a>
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.	<a href="https://hektas.com.tr/kurumsal/etik-kurallar/">https://hektas.com.tr/kurumsal/etik-kurallar/</a>
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>	
The name of the section on the corporate website that demonstrates the code of ethics	<a href="https://hektas.com.tr/kurumsal/etik-kurallar/">https://hektas.com.tr/kurumsal/etik-kurallar/</a>

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://hektas.com.tr/kurumsal/entegre-yonetim-sistemi-politikasi/>

Any measures combating any kind of corruption including embezzlement and bribery

Avoids unethical behaviors such as bribery, corruption, and abuse of office, and supports efforts to eliminate such offenses. Avoids giving or receiving gifts, products, or services that could create doubts or be perceived as symbolic in nature, intended to provide privileges or benefits that may influence decisions and actions, or are inconsistent with the course of business.

## 4. BOARD OF DIRECTORS-I

<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
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	There are no executive members with special authority.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	3
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	- HEKTAŞ 2024 ACTIVITIES / Internal Control Systems
Name of the Chairman	OMSAN LOJİSTİK ANONİM ŞİRKETİ (representative: Eren Ziya DİK)
Name of the CEO	Enis Emre TERZİ
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	They are not the same person.
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	None
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None
The number and ratio of female directors within the Board of Directors	1 and 13%

### 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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OMSAN LOJİSTİK ANONİM ŞİRKETİ EREN ZİYA DİK	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	21/07/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
OYTAŞ İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ CAN ÖRÜNG	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	28/12/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
OYAK PAZARLAMA HİZMET VE TURİZM ANONİM ŞİRKETİ FERHAT BAĞLARLIOĞLU	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	08/05/2024	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
OYAK DENİZCİLİK VE LIMAN İŞLETMELERİ ANONİM ŞİRKETİ ŞANSEL YILMAZ	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	01/06/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
AKDENİZ CHEMSON KİMYA SANAYİ VE TİCARET ANONİM ŞİRKETİ GÖZDE ERKOÇ	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	27/03/2024	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
KURTULUŞ BEDRİ VAROĞLU	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	03/04/2023	<a href="https://www.kap.org.tr/tr/Bildirim/1278173">https://www.kap.org.tr/tr/Bildirim/1278173</a>	Değerlendirildi ( Considered)	Hayır (No)	Evet (Yes)
BÜLENT ŞAMİL YETİŞ	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	31/03/2020	<a href="https://www.kap.org.tr/tr/Bildirim/1278173">https://www.kap.org.tr/tr/Bildirim/1278173</a>	Değerlendirildi ( Considered)	Hayır (No)	Evet (Yes)
KADRI ÖZGÜNEŞ	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	06/04/2022	<a href="https://www.kap.org.tr/tr/Bildirim/1278173">https://www.kap.org.tr/tr/Bildirim/1278173</a>	Değerlendirildi ( Considered)	Hayır (No)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	33
Director average attendance rate at board meetings	% 99
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	5 day
The name of the section on the corporate website that demonstrates information about the board charter	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurum-kimligi-ve-yonetimi/anasozlesme">https://hektas.com.tr/yatirimci-iliskileri/kurum-kimligi-ve-yonetimi/anasozlesme</a>
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	- Management Structure / Committee Structure - Corporate Governance / Working Principles of the Committees
Link(s) to the PDP announcement(s) with the board committee charters	None

### 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)		Kurtuluş Bedri VAROĞLU	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi ( Audit Committee)		Kadri ÖZGÜNEŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Bülent Şamil YETİŞ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Kurtuluş Bedri VAROĞLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Tuba BEKTAŞ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Kadri ÖZGÜNEŞ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Bülent Şamil YETİŞ	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)	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri</a>
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)	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri</a>
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)	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri</a>
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)	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri</a>
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)	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/komite-yonergeleri</a>
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)	None
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	<a href="https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/ucret-politikasi">https://hektas.com.tr/yatirimci-iliskileri/kurumsal-yonetim/ucret-politikasi</a>
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)	- MANAGEMENT STRUCTURE /BOARD MEMBERS /Financial Rights Provided to Board Members and Senior Executives

### 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	9	6
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 66	% 66	7	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	6	6