



KAMUYU AYDINLATMA PLATFORMU

HEKTAŞ TİCARET T.A.Ş. Corporate Governance Information Form 2023 - Annual Notification

Summary

Corporate Governance Information Form 2023

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	12 investment companies , 2 portfolio management companies
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/tr/Bildirim/1125715
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	There is no such process.
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 process.
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 transactions exceeding.
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)	PDP announcement on related-party transactions
The name of the section on the corporate website that demonstrates the donation policy of the company	https://hektas.com.tr/bagis-ve-yardim-politikasi/
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/1129981
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 stakeholders attending 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	https://hektas.com.tr/kar-dagitim-politikasi/
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 the calculations made in accordance with the provisions of the Tax Procedure Law and the Corporate and Income Tax Laws from the activities of the 2022 accounting period, the Gross Profit of TRY 477,986,884.33 was achieved, and as a result of the calculations made in accordance with the Capital Markets Board's Communiqué numbered II-14.1, the Gross Profit of TRY 544,685,543.00 was achieved. After setting aside the Primary Legal Reserve, which must be allocated in accordance with the provisions of the Corporate Tax and Turkish Commercial Code , a Net Distributable Profit of TRY 412,585,653.24 in accordance with the provisions of the Tax Procedure Law and the Corporate and Income Tax Laws and of TRY 780,574,674.62 in accordance with the Capital Markets Board's Communiqué numbered II-14.1 remains. The following proposal of the Board of Directors submitted for approval at the 2022 Ordinary General Assembly to be held on March 30, 2023: ?In order to support our growing balance sheet in the 2022 accounting period, the 2022 accounting period distributable profit will

not be distributed by evaluating the conditions stipulated in the Company's profit distribution policy, and after the primary legal reserves are set aside, the remaining amount will be recorded in extraordinary reserves.? As a result of the voting, it was accepted by the majority of the votes of the participants with 1,644,332,009.6925 affirmative votes against 1,133,005 negative votes.

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/tr/Bildirim/1129981>

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
30/03/2023	0	% 64,99	% 0,11	% 64,89	https://hektas.com.tr/ Investor Relations / General Assembly Meetings	General Assembly Meeting Minutes and List of Attendants	12	303	https://www.kap.org.tr/tr/Bildirim/1129981

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 Department
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://hektas.com.tr/yatirimci-iliskileri/kurum-kimligi-ve-yonetimi/ortaklik-yapisi/
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	/Annex-1 Declarations of Independent of the Independent Board of Directors 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 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 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 / Miscellaneous / Information on Legislative Changes 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	-CORPORATE GOVERNANCE / Miscellaneous /Legal Issues
	-CORPORATE GOVERNANCE / Miscellaneous /

<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>Information on the Conflicts of Interest Between the Company and the Institutions It Provides Services on Issues such as Investment Advisory and Rating, and the Measures Taken by the Company to Prevent These Conflicts 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>None.</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>Social Responsibility Projects</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	https://hektas.com.tr/tazminat-politikasi/
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
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	None.
Corporate bodies where employees are actually represented	None.
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	https://hektas.com.tr/insan-kaynaklari/kariyer-planlama/
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://hektas.com.tr/insan-kaynaklari/insan-kaynaklari-politikamiz/
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://hektas.com.tr/kurumsal/etik-kurallar/
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	https://hektas.com.tr/kurumsal/etik-kurallar/
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

It carefully avoids unethical behavior such as bribery, corruption, and abuse of power and supports efforts to eliminate such crimes. It avoids giving or receiving gifts, products, and services that may affect decisions and activities and may cause hesitation because they are symbolic in nature to provide privileges or benefits that are not in line with the course of business.

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 ARIF ÇETİNKAYA	İcrada Görevli Değil () Non-executive	Bağımsız üye değil () Not independent director)	06/04/ 2022	-	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	https:// www.kap.org.tr /tr/Bildirim/ 1129988	Değerlendirildi () Considered)	Hayır (No)	Evet (Yes)
BÜLENT ŞAMİL YETİŞ	İcrada Görevli Değil () Non-executive	Bağımsız üye () Independent director)	31/03/ 2020	https:// www.kap.org.tr /tr/Bildirim/ 1129988	Değerlendirildi () Considered)	Hayır (No)	Evet (Yes)
KADRİ ÖZGÜNEŞ	İcrada Görevli Değil () Non-executive	Bağımsız üye () Independent director)	06/04/ 2022	https:// www.kap.org.tr /tr/Bildirim/ 1129988	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	62
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 days
The name of the section on the corporate website that demonstrates information about the board charter	https://hektas.com.tr/yatirimci-iliskileri/kurum-kimligi-ve-yonetimi/anasozlesme/
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	-management structure / committee structure - corporate management / working principles of 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)

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	7	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 66	% 66	7	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	6	6