

- **CORPORATE GOVERNANCE INFORMATION FORM FOR 2018**



PUBLIC DISCLOSURE PLATFORM

**EGE SERAMİK SANAYİ VE TİCARET A.Ş.**  
**Corporate Management**  
**Information Form 2018 - Annual**  
**Notification**

**Summarized Information**

Ege Seramik San.ve Tic.A.Ş. 2018 Corporate Management Information Form



# 1. SHAREHOLDERS

Related Companies []

Related Funds []

1. SHAREHOLDERS	
<b>1.1. Facilitating the Exercise of Shareholders' Rights</b>	
Number of investor conferences and meetings held by the company during the year	Although the Company has not organized an investor conference or meeting, 64 shareholders were negotiated with during the year.
<b>1.2. Right to Information and Review</b>	
Number of special auditor requests	0
Number of requests for special auditors accepted by the General Assembly	0
<b>1.3. General Assembly</b>	
Link to KAP announcement of the information requested under Principle 1.3.1 (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/681061">https://www.kap.org.tr/tr/Bildirim/681061</a>
Whether the documents related to the General Assembly meeting were simultaneously presented in English with Turkish	No
Under Principle 1.3.9, the approval of the majority of independent members, or links to the KAP announcements on the unanimous proceedings of the participants	There is no such transaction during the year.
Links to the related KAP announcements related to the related party transactions carried out under Article 9 of the Corporate Governance Communiqué (II-17.1)	There is no such transaction under Article 9 of the Corporate Governance Communiqué (II-17.1)..
Links to the KAP announcements related to common and continuous transactions carried out under Article 10 of the Corporate Governance Communiqué (II-17.1)	<a href="https://www.kap.org.tr/tr/Bildirim/666397">https://www.kap.org.tr/tr/Bildirim/666397</a>
The name of the company's policy on donations and grants in Corporate website of the Company	Investor Relations / Annual Reports / 2018, Information on Company Activities and Major Developments in the Activities, Information on the Donations and Aids Made by the Company During the Year and Expenditures within the Framework of Social Responsibility Projects, Also <a href="https://www.egeseramik.com/yatirimci-iliskileri/kar-dagitim-politikasi">https://www.egeseramik.com/yatirimci-iliskileri/kar-dagitim-politikasi</a> may provide general explanation on donations and aids.

Link of the KAP announcement including the minutes of the general assembly meeting where the policy on donations and grants is accepted	<a href="https://www.kap.org.tr/tr/Bildirim/681061">https://www.kap.org.tr/tr/Bildirim/681061</a>
In the articles of association, the article no stipulating the participation to the general assembly of the stakeholders	Articles of Association Article.15
Information about stakeholders participating in the General Assembly	"There was no participation in the 2017 General Assembly except for the shareholders. Stakeholders are informed via special electronic material disclosures within the framework of general assembly and public disclosure principles regarding the activities of our Company. These reports are made through activity reports and Central Registry Agency (CRA) - Public Disclosure Platform (PDP). Stakeholders are informed about the issues that concern them under activities of the Company. "
<b>1.4. Voting Rights</b>	
Whether there are any privileges in the voting rights	No
Preferred voting privileges and voting rates	None.
Share rate of the largest shareholder	% 60,92
<b>1.5. Minority Rights</b>	
Whether the minority rights are extended in the company's articles of association (content or rate)	No
If minority rights are extended in terms of content and proportion, specify the article number of the articles of association.	-
<b>1.6. Dividend Rights</b>	
Name of profit distribution policy wherein included on corporate website	Investor Relations / Profit Distribution Policy
If the Board of Directors proposes not to distribute profits to the general assembly, the reasons for this and the minutes of the General Assembly agenda item indicating the use of the undistributed profit	-
If the Board of Directors proposes not to distribute the profit to the general assembly, the link of the KAP announcement wherein the relevant general assembly minutes included	-

General Assembly Meetings

Date of General Assembly	The number of additional disclosure requests submitted to the company in relation to the agenda of the General Assembly	Proportion of shareholders	Proportion of directly represented shares	The proportion represented by proxy	The name of the section where the minutes of the general assembly meetings are held, showing the positive and negative votes related to each agenda item on the Company's corporate website	The name of the section on the corporate website that contains all the questions asked and the answers provided to them at the general meeting	Article or paragraph number of the General Assembly meeting minutes related to the related parties	Number of people who have access to partnership information in a privileged manner notifying the board of directors (inside information)	Link to the general assembly statement published at PDP (KAP)
26/04/2018	-	% 70,48	% 3,88	% 66,6	Investor Relations / General Assembly	Investor Relations / General Assembly	11. Article	144	<a href="https://www.kap.org.tr/Bildirim/671097">https://www.kap.org.tr/Bildirim/671097</a>

## 2. PUBLIC DISCLOSURE AND TRANSPARENCY

2. PUBLIC DISCLOSURE AND TRANSPARENCY	
<b>2.1. Corporate Website</b>	
The names of the sections containing the requested information in the corporate governance on the corporate website 2.1.1.	Investor Relations / Articles of Association, Chronology of the Articles of Association, Shareholder Structure, Financial Information, Financial Reports, Annual Reports, General Meetings, Material Disclosures, Corporate Governance, Disclosure Policy, Profit Distribution Policy
The section wherein the list of real person shareholders who have more than 5% of the shares directly or indirectly is included on the corporate website	Investor Relations / Shareholder Structure
Languages in which the corporate website be arranged	Turkish, English
<b>2.2. Activity Report</b>	
page numbers or section names in which the information stated in the corporate governance policy is included in the annual report under no 2.2.2	
a) Page number or section name where the members of the board of directors and executives perform outside the company and their members' declarations of independence	Investor Relations / Annual Reports / General Assemblies
b) Page number or chapter name of the information on committees established within the Board	Investor Relations / Annual Reports / 2018 Board of Directors Annual Report / 4.The Management Body of the Company, Senior Managers and Personnel Information, Number, Structure and Independence of the Committees Established by the Board of Directors
c) the page number or chapter name of the members' attendance status and the number of meetings of the Board of Directors during the year	Investor Relations / Annual Reports / 2018 Board of Directors Annual Report / 4 Management Body of the Company, Senior Management and Personnel Information, Operating Principles of the Board of Directors

<p>ç) Page number of information about legislative changes that could significantly affect company activities or section name thereof</p>	<p>None.</p>
<p>d) Page number or chapter name of information about important cases filed against the company and possible consequences</p>	<p>Investor Relations / Financial Statements / 2018 4th Quarter Financial Reports / Footnotes on Financial Statements Provisions Contingent Assets and Liabilities</p>
<p>e) Page number or chapter name of the information about conflicts of interest between the company and the entities from where the company provide services such as investment advisory and rating and the measures taken to prevent them</p>	<p>None.</p>
<p>f) Page number or chapter name of information on reciprocal investments where direct participation in capital exceeds 5%</p>	<p>Investor Relations / Annual Reports / 2018, Company Activities and Major Developments in Activities, Direct or Indirect Subsidiaries of the Company and Information on Share Ratios/Proportions</p>
<p>g) Page number or chapter name of information about corporate social responsibility activities related to company social rights, professional training and other social and environmental results</p>	<p>Investor Relations / Annual Reports / 2018, 17th Stakeholders, Social Responsibility Policy</p>

## 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Company Policy Regarding Stakeholders</b>	
The name of the section on which the compensation policy is included on the corporate website	No policy.
Number of final judicial decisions against the company due to violation of employee rights	7
Authorization of the notification mechanism	Administrative Affairs and Human Resources Officials
Access to the company's notification mechanism	-
<b>3.2. Supporting Stakeholders' Participation in Company Management</b>	
On the corporate website, the name of the section where the internal regulations are related to the participation of the employees in the management bodies	Investor Relations / Articles of Association, Representation of the Company
Managing bodies in which employees are represented	Union (Çimse-İs)
<b>3.3. Company's Human Resources Policy</b>	
The role of the board in developing a succession plan for key management positions	-
The name of the department or summary of the relevant articles of the policy on human resources policy, which includes criteria for equal opportunity and personnel recruitment on the corporate website	Investor Relations / Annual Reports / 2018, Stakeholders, Human Resources Policy - Corporate / Human Resources Department in the Website
Whether there is a share acquisition plan	There isn't an employee stock ownership programme)
The name of the section on human resources policy that includes measures to prevent discrimination and ill-treatment on the corporate website or a summary of the relevant articles of the policy	<a href="https://www.egeseramik.com/kurumsal/insan-kaynaklari">https:// www.egeseramik.com/kurumsal/insan-kaynaklari</a>
The number of judicial decisions against the company due to responsibility for work accidents	1
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the code of ethics on the corporate website	Investor Relations / Corporate Governance / Ege Seramik A.S. Our Ethical Values

The name of the section where the corporate social responsibility report is located on the corporate website. Measures taken on environmental, social and corporate governance issues if there is no corporate social responsibility report

Investor Relations / Annual Reports / 2018, Stakeholders, Code of Ethics, Information Security and Social Responsibility

Measures taken to combat all forms of corruption, including extortion and bribery

Investor Relations / Corporate Governance / Ege Seramik A.Ş. A general behavior is adopted under Ethical Values, General Responsibility headings



## 4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Operating Principles of the Board of Directors	
Date of the latest board performance evaluation	-
Whether independent experts are used in the board performance evaluation	No
Whether all board members are acquitted	Yes
Names of members of the board of directors delegated to him / her with the distribution of duties and the content of such powers	Chairman:Ibrahim POLAT ( Non-executive Member), Vice Chairman:Baran DEMIR (Non-executive Member), Vice Chairman: Bulent ZIHNALI (Executive Member),Member: Dilek NAM ( Independent Member),Member: Tuba TARLAN (Independent Member), Member:Ibrahim Fikret POLAT (Non-executive Member)
Number of reports submitted by the internal control unit to the supervisory board or other relevant committees	7
Name or page number of the section where the evaluation of the effectiveness of the internal control system is included in the annual report	Investor Relations / Annual Reports / 2018, 1) Company Activities and Major Developments in Operations, Information on the Company's Internal Control System and Internal Audit Activities and the Opinion of the Governing Body on this matter, 2) Board of Directors, Risk Management and Internal Control Mechanism
Name of the chairman	Chairman : Ibrahim POLAT (Non-executive Member)
The name of the chief executive officer / general manager	Goksen YEDIGULLER
The KAP announcement link including the reason why the chairman of the board of directors and the chief executive officer / chief executive officer / general manager is the same person	Not the same person.

The KAP announcement link including the fact that the damage caused by the members of the Board of Directors in the course of their duties is insured for a value exceeding 25% of the company's capital	None.
The name of the department that provides information about the diversity policy to increase the proportion of female board members on the corporate website	Although we do not have a written policy, the proportion of female members of the Board of Directors for 2018 was 33.33%
Number and proportion of female members	2, %33,33

#### Structure of the Board of Directors

Name / Surname of the Board Member	Whether he/she is in charge of execution	Whether is an Independent Member or not	Date of First Selection for the Board of Directors	The KAP Announcement of Independence Declaration	Whether Independent Member is Assessed by Nomination Committee	Whether any member available who has lost his/her independence	Whether having at least 5 years experience in the field of auditing, accounting and / or finance
IBRAHIM POLAT	( Non-executive)	(Not independent director)	25/04/2008			-	(Yes)
BARAN DEMIR	( Non-executive)	(Not independent director)	25/04/2007			-	(Yes)
BULENT ZIHNALI	(Executive)	(Not independent director)	29/03/1995			-	(Yes)
DILEK NAM	( Non-executive)	( Independent director)	05/05/2016	<a href="https://www.kap.org.tr/tr/Bildirim/671097">https://www.kap.org.tr/tr/Bildirim/671097</a>	( Considered)	(No)	(Yes)
TUBA TARLAN	( Non-executive)	( Independent director)	26/04/2018	<a href="https://www.kap.org.tr/tr/Bildirim/671097">https://www.kap.org.tr/tr/Bildirim/671097</a>	( Considered)	(No)	(Yes)
IBRAHIM FIKRET POLAT	( Non-executive)	(Not independent director)	21/04/2010			-	(Yes)

## 4. BOARD OF DIRECTORS-II

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Type of Board Meetings</b>	
Number of board meetings held during the reporting period by meeting physically	26
Average attendance rate to board meetings	% 100
Whether an electronic portal is used to facilitate the work of the board of directors	(No)
In accordance with the working principles of the Board of Directors, when the information and documents are presented to the members before the meeting	7-10 Days
Name of the section where information on the internal regulations where the type of board meetings are determined on the corporate website	Investor Relations / Annual Reports / 2018, Board of Directors, Board of Directors Operating Principles
The upper limit set in the policy limiting members to undertake other duties outside the company	None.
<b>4.5. Committees formed within the Board of Directors</b>	
In the annual report, the page number or the name of the relevant section with information on the committees of the board of directors	Investor Relations / Annual Reports / 2018, Board of Directors, Number Structure and Independence of the Committees Formed in the Board of Directors
<b>Board of Directors Committees-I</b>	
Link of the KAP announcement where the working principles of the committee are announced	The working principles of the committee are available on our corporate website. (Investor Relations / Committees)

Names of Board Committees	Name of the Committee referred to as "Other" in the First Column	Name and Surname of the Committee Members	Whether is the Committee Chairman	Whether a Board Member or not
Corporate Governance Committee	-	Dilek NAM	(Yes)	( Board member)
Corporate Governance Committee	-	Baran DEMIR	(No)	(Board member)
Corporate Governance Committee	-	Aysel HATIPOGLU	(No)	(Not board member)
Audit Committee	-	Dilek NAM	(Yes)	(Board member)
Audit Committee	-	Tuba TARLAN	(No)	(Board member)
Committee of Early Detection of Risk	-	Dilek NAM	(Yes)	(Board member)
Committee of Early Detection of Risk	-	Baran DEMIR	(No)	(Board member)
Committee of Early Detection of Risk	-	Aysel HATIPOGLU	(No)	(Not board member)
Nomination Committee	-	Dilek NAM	(Yes)	(Board member)
(Nomination Committee)	-	Baran DEMIR	(No)	(Board member)
Nomination Committee	-	Aysel HATIPOGLU	(No)	(Not board member)
Remuneration Committee	-	Dilek NAM	(Yes)	(Board member)
Remuneration Committee	-	Baran DEMIR	(No)	(Board member)
Remuneration Committee	-	Aysel HATIPOGLU	(No)	(Not board member)

## 4. BOARD OF DIRECTORS-III

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Committees formed within the Board of Directors -II</b>	
Please indicate the activity report or the section of the corporate website that provides information on the activities of the audit committee (page number or name of the section)	www.egeseramik.com / Investor Relations / Committees / Ege Seramik A.S. Duties and Working Principles of the Audit Committee
Please provide the annual report or the corporate website with information on the activities of the corporate governance committee (page number or name of the section)	www.egeseramik.com / Investor Relations / Committees / Ege Seramik AS Corporate Governance Committee Regulation
Specify the part of the activity report or the corporate website that provides information on the activities of the nomination committee (page number or name of the section)	www.egeseramik.com / Investor Relations / Committees / Ege Seramik AS Nomination Committee Working Principles
Specify the part of the annual report or the corporate website that provides information on the activities of the committee for the early detection of risk (page number or name of the section)	www.egeseramik.com / Investor Relations / Committees / Ege Seramik A.S. Early Detection of Risk Committee Duties and Working Principles
Specify the part of the activity report or the corporate website that provides information on the activities of the remuneration committee (page number or name of the department)	www.egeseramik.com / Investor Relations / Committees / Ege Seramik A.S Duties and Working Principles of the Remuneration Committee
<b>4.6. Financial Rights Provided to Members of the Board of Directors and Executives having Administrative Responsibility</b>	
Page number or chapter name where the annual report provides information on operational and financial performance objectives and whether these have been achieved	Investor Relations / Annual Reports / 2018, Financial Status, Production, Sales, Financial Statements and Footnotes, 2018 Profit Distribution Proposal
The name of the section of the corporate website that includes the remuneration policy for executive and non-executive members	Investor Relations / Remuneration Policy

The page number or the section name indicating the fees and all other benefits provided to the members of the board of directors and the directors with administrative responsibility

Investor Relations / Annual Activity Reports / 2018, Board of Directors, Financial Rights Provided to the Board of Directors/ Investor Relations

/ Annual Reports / 2018, Benefits to Managing Body Members and Senior Executives

#### Board of Directors Committees-II

Names of Board Committees	Name of the Committee referred to as "Other" in the First Column	Rate of non-executive executives	Ratio of Independent Members in the Committee	Number of Physical Meetings by the Committee	Number of Reports to the Board of Directors on the Activities of the Committee
Audit Committee	-	% 100	% 100	7	5
Corporate Governance Committee	-	% 100	% 33,33	-	-
Committee of Early Detection of Risk	-	% 100	% 33,33	6	-
Nomination Committee	-	% 100	% 33,33	1	1
Remuneration Committee	-	% 100	% 33,33	1	1