



KAMUYU AYDINLATMA PLATFORMU

KALESERAMİK ÇANAKKALE KALEBODUR SERAMİK SANAYİ 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	No meetings were held.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	No special auditor request was made.
The number of special audit requests that were accepted at the General Shareholders' Meeting	No request for a special auditor was made at the general assembly
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/1287244
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 transaction of this nature.
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 transaction of this nature.
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 transaction of this nature.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Policies / Donation and Aid Policy https://www.kale.com.tr/bagis-ve-yardim-politikasi https://www.kale.com.tr/int-en/donation-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/1172846
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 11
	Our Board members, shareholders, Independent Auditor and Company employees

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	attended the 2023 Ordinary General Assembly meeting held on June 10, 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	% 61,23
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 / Policies / Profit Distribution Policy https://www.kale.com.tr/int-en/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.	Dividends have been distributed.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	Dividends have been distributed.

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
10/06/2024	0	% %79,40	% %1,56	% 77,84	https://www.kale.com.tr/genel-kurul	https://www.kale.com.tr/genel-kurul	-	0	https://www.kap.org.tr/tr/Bildirim/1297506-

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://www.kale.com.tr/int-en/investor-relations
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://www.kale.com.tr/int-en/shareholder-structure
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	Board Committees and Board Evaluation, Declarations of Independence of Independent Board Member Candidates
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	Board Committees and Board Evaluation
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	Board Committees and Board Evaluation
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 Disclosures
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 Disclosures
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	There is no such situation

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	Human Resources, Corporate Social Responsibility Projects

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	Investor Relations / Policies
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)	Notifications coming through Kale Group Ethics Line Communication Channels are recorded in accordance with confidentiality principles and evaluated by the Kale Group Ethics Committee.
The contact detail of the company alert mechanism	https://www.kale.com.tr/etik-hat etikhat@kale.com.tr (212) 3715450
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	In our company, our colleagues participate in management and share their opinions through various methods. With the Employee Loyalty Survey conducted every year, each colleague's opinion is collected anonymously in the form of a survey and open-ended responses.
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	Talent categories and succession plans determined for manager and above positions are submitted to the approval of the Company Board of Directors.

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://kalegrubu.com.tr/en/human-resources/human-resources-procedures
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.	There is an Ethical Codes Regulation determined by Kale Holding to be implemented for all Group companies and published on the Company website. https://www.kale.com.tr/etik-kodlar-yonetmeligi
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	There is an Ethical Codes Regulation determined by Kale Holding to be implemented for all Group companies and published on the Company website. https://www.kale.com.tr/etik-kodlar-yonetmeligi
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://www.kale.com.tr/int-en/sustainability
Any measures combating any kind of corruption including embezzlement and bribery	All necessary obligations in this regard are fulfilled. Within the scope of audit activities of holding group companies, preventive and deterrent audits are carried out and help strengthening internal control awareness and measures.

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	Not available
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 is no delegation of authority among board members.
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 Audit and Internal Control Activities
Name of the Chairman	Hatice Zeynep Bodur Okyay
Name of the CEO	Timur Karaoğlu
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
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	Not available
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	https://www.kale.com.tr/int-en/diversity-and-inclusion-policy
The number and ratio of female directors within the Board of Directors	4 (%44)

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
		Bağımsız üye değil (					

Zeynep BODUR OKYAY	İcrada görevli (Executive)	Not independent director)	10/03/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Cengiz SOLAKOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/03/2023	https://www.kap.org.tr/en/Bildirim/1287244	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Kadri Tarık ÖZÇELİK	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	10/03/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Haluk ALPERAT	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	10/03/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Osman OKYAY	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	10/03/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Adile Esra TÖZGE	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	10/03/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Fahri Okan BÖKE	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/03/2023	https://www.kap.org.tr/en/Bildirim/1287244	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Arzu ERDEM	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/06/2024	https://www.kap.org.tr/en/Bildirim/1287244	Değerlendirildi (Considered)	Hayır (No)	İlgisiz (Not applicable)
Şerife Ebru Doğruol AYGİL	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/06/2024	https://www.kap.org.tr/en/Bildirim/1287244	Değerlendirildi (Considered)	Hayır (No)	İlgisiz (Not applicable)

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	6 Board of Directors meetings were held physically.
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	Although there is no written rule, in practice, information and documents regarding the issues on the Board of Directors meeting agenda are presented to the members of the Board of Directors for review in sufficient time before the meeting in order to ensure equal flow of information.
The name of the section on the corporate website that demonstrates information about the board charter	Not available
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Not available
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board Committees and Board Evaluation
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1172846

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)	-	Cengiz SOLAKOĞLU	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Fahri Okan BÖKE	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Arzu ERDEM	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Arzu ERDEM	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Şerife Ebru Doğruol AYGİL	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Adile Esra TÖZGE	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Veli ÖMERCİK	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Orkun İNANBİL	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Fahri Okan BÖKE	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Cengiz SOLAKOĞLU	Hayır (No)	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)	-	Şerife Ebru Doğruol AYGİL	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması	-		Hayır (No)	

Komitesi (Committee of Early Detection of Risk)	Şerife Ebru Doğruol AYGİL	Yönetim kurulu üyesi değil (Not board member)
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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)	Board Committees and Board Evaluation https://www.kale.com.tr/int-en/committees
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)	Board Committees and Board Evaluation https://www.kale.com.tr/int-en/committees
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)	The activities of the Nomination Committee are carried out by the 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)	Board Committees and Board Evaluation https://www.kale.com.tr/int-en/committees
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)	The activities of the Remuneration Committee are carried out by the 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)	Board of Directors Report and Chairman's Message & General Manager's Message
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Policies / Remuneration https://www.kale.com.tr/int-en/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)	Financial Benefits Provided to Board Members and Senior Managers

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	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 100	% 40	2	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 80	% 60	5	5