



KAMUYU AYDINLATMA PLATFORMU

TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş. Corporate Governance Information Form 2023 - Annual Notification

Summary

Şişecam 2023 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	During 2023, through nine conferences organized by brokerage houses and Reverse Roadshow organized by Şişecam Investor Relations Unit, a total of 180 investors and 8 analysts from 140 asset management companies were contacted. Of these, 66% were foreign investors, and 48% were equity-focused. In addition, individual teleconference calls and physical meetings were held with 202 analysts and investors. Considering the webcast organized following the publication of the 2023 half-year financial results, the number of stakeholders reached since the beginning of the year has been 470.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
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/1124694
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The documents of the General Assembly Meeting are published simultaneously in English.
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 transaction.

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)	In 2023, all related party transactions and transaction principles were collectively presented to the Board of Directors. No related party transactions or significant transactions required submission to the approval of the General Assembly, as the independent members did not approve.
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)	https://www.kap.org.tr/tr/Bildirim/1114513
The name of the section on the corporate website that demonstrates the donation policy of the company	www.sisecam.com / Investor Relations / Corporate Overview and Governance / Corporate Governance / Corporate Governance Policies / 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/350694
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 15
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The General Assembly was open to the public, including the stakeholders and the media.
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	% 51,06
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	www.sisecam.com / Investor Relations / Corporate Overview and Governance / Corporate Governance / Corporate Governance Policies / Profit Distribution 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.	The profit is 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	-

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
29/03/2023		% 68,05	% 0,03	% 68,08	(*)	(*)	None	636	https://www.kap.org.tr/tr/Bildirim/1129540

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.	All information can be accessed from the relevant sections under the Investor Relations tab at https://www.sisecam.com.tr/ .
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.	There is no natural person shareholder who owns more than 5% of the shares. The shareholder structure is available at www.sisecam.com.tr/ / Investor Relations / Corporate Overview and Governance / Shareholder Structure
List of languages for which the website is available	Turkish, English, Bosnian, Bulgarian, German, Hungarian, Italian, Romanian, Russian and Slovak
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	Specified in the Additional Information about Corporate Governance section in the Annual report.
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	Specified in the Additional Information about Corporate Governance section in the Annual report.
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the	Specified in the Additional Information

number of board meetings in a year and the attendance of the members to these meetings	about Corporate Governance section in the Annual report.
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	Note 2 of the financial statements
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	Explained in the note 23. Insurances, Contingent Assets and Liabilities in financial report.
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	Specified in the Additional Information about Corporate Governance section in the Annual report.
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%	Specified in the Additional Information about Corporate Governance section in the Annual report.
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	Specified in the Corporate Social Responsibility section in the Annual report.

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	www.sisecam.com / Investor Relations / Corporate Overview and Governance / Corporate Governance / Corporate Governance Policies / Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	62
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Şişecam's ethics and whistleblowing hotline, Ethics Hotline, is monitored by an independent service provider working on the whistleblowing hotline, and incoming reports are evaluated by the Ethics Committee. The Chairperson of the Ethics Committee (the Board Member who chairs the Ethics Committee) is responsible for ensuring that reports of violations of the Code of Conduct are evaluated.
The contact detail of the company alert mechanism	https://ethicshotline.sisecam.com Turkey/0800 621 2393, USA/1 800 508 1753, Germany/0800 180 0655, Austria/0800 017855, Bosnia and Herzegovina/ 080 083 067, Bulgaria/ 0800 46 269, China/400 120 0275, Georgia/0800 10 02 50, India/000 800 919 0261, Netherlands/0800 022 2904, Italy/800 828 488, Spain/900 876 290, Hungary/80 088 538, Egypt

/0800 006 0316, Romania/
0800 360 147, Russia/8 800
301 85 34, Slovakia/0800
601 478, Ukraine/ 0800 801
480

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

There is no public link to the relevant internal regulation.

Corporate bodies where employees are actually represented

Throughout the Group, approaches aimed at securing the participation of colleagues at all levels in management have been structured. It is essential to maintain open communication channels that facilitate effective dialogue with employees and eliminate obstacles to their use. To achieve this, the Message to the General Manager and NAR Suggestion System applications are employed. Additionally, a Global Employee Engagement Survey is regularly conducted, allowing employees to share their questions and suggestions directly with the CEO. This interaction occurs before and during the semi-annual CEO Talks event and the functional CEO Gatherings events. As part of the Young Advisory Board established in 2024, employees representing different functions and geographies where Şişecam facilities are located convene with Şişecam Executive Committee members to exchange views on working conditions and projects.

3.3. Human Resources Policy

Şişecam manages succession planning for

The role of the board on developing and ensuring that the company has a succession plan for the key management positions	key positions under the supervision of the 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.	www.sisecam.com / Sustainability / Policies / Human Resources 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.	www.sisecam.com / Investor Relations / Corporate Overview and Governance / Corporate Governance / Corporate Governance Policies / Human Rights Policy and Anti-Retaliation Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	12
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	www.sisecam.com / Investor Relations / Corporate Overview and Governance / Corporate Governance / Corporate Governance Policies / Code of Conduct
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.	www.sisecam.com / About Us / Corporate Social Responsibility www.sisecam.com / Sustainability / Reporting / Sustainability Report
Any measures combating any kind of corruption including embezzlement and bribery	www.sisecam.com / Investor Relations / Corporate Overview and Governance / Corporate Governance / Corporate Governance Policies / Anti-Bribery and Anti-Corruption Policy

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	26 December 2023
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	Prof. Dr. Ahmet Kırman has been appointed as Chairman of the Board of Directors and executive member in accordance with Articles 367 and 370 of the TCC and Article 11/2 of the Articles of Association and Hasan Cahit Çınar has been appointed as the Vice Chairman of the Board of Directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	35 reports
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	Specified in Risk Management and Internal Audit section in the annual report.
Name of the Chairman	Prof. Dr. Ahmet Kırman
Name of the CEO	Mustafa Görkem Elverici
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 different people.
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	https://www.kap.org.tr/tr/Bildirim/1152562
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	www.sisecam.com / Investor Relations / Corporate Overview and Governance / Corporate Governance / Corporate Governance Policies / Board of Directors Diversity Policy

The number and ratio of female directors within the Board of Directors

3 directors, the rate is 33%.

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
Prof. Dr. Ahmet Kirman	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	14/04/2006		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Hasan Cahit Çınar	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/09/2021		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Can Yücel	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	03/01/2022		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Sezgin Lüle	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	30/03/2021		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Prof. Dr. Şener Oktik	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/03/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Ahu Serter	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/03/2022		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Dinç Kızıldemir	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	www.kap.org.tr/Bildirim/1120652	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Dilek Duman	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	01/04/2022	www.kap.org.tr/Bildirim/1120652	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)

Gül Ayşem Sargın	İcrada Görevli Değil () Non-executive Independent director)	Bağımsız üye () Independent director)	30/03/ 2021	www.kap.org.tr/ tr/Bildirim/ 1120652	Değerlendirildi () Considered)	Hayır (No)	Evet (Yes)
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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	In 2023, 12 physical meetings were held, 134 resolutions taken.
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	Minimum 5 days
The name of the section on the corporate website that demonstrates information about the board charter	Specified under title of Section at www.sisecam.com / Investor Relations / Corporate Overview and Governance / in the Article 10 of the Articles of Association. There is an internal regulation on the subject (Şişecam Group Corporate Governance Regulation), it is not a public document.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Although the upper limit is not defined, candidacy may or may not be accepted by considering the duties of the candidate outside the Company in the election of members. The Corporate Governance Committee makes an assessment on this matter and presents it to the Board of Directors.
4.5. Board Committees	
	Specified in the Additional Information

Page numbers or section names of the annual report where information about the board committees are presented	About the Corporate Governance section in the Annual Report.
Link(s) to the PDP announcement(s) with the board committee charters	Although there is no PDP disclosure link where the written working principles are announced to the public, The Committees and Working Principles can be found on the website at www.sisecam.com.tr under Investor Relations / Corporate Overview and Governance.

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
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Dinç Kızıldemir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Sezgin Lüle	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Hande Özbörçek	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)	-	Dinç Kızıldemir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Gül Ayşem Sargın	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Dinç Kızıldemir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Gül Ayşem Sargın	Hayır (No)	Yönetim kurulu üyesi (Board member)

Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Prof. Dr. Şener Oktik	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Sezgin Lüle	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Group Performance Management Committee	Prof. Dr. Ahmet Kırman	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Group Performance Management Committee	Diñç Kızıldemir	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Prof. Dr. Ahmet Kırman	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Gül Ayşem Sargın	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Ahu Serter	Hayır (No)	-
Diğer (Other)	Sustainability Committee	Can Yücel	Hayır (No)	-
Diğer (Other)	Social Responsibility Committee	Prof. Dr. Ahmet Kırman	Evet (Yes)	-
Diğer (Other)	Social Responsibility Committee	Gül Ayşem Sargın	Hayır (No)	-
Diğer (Other)	Social Responsibility Committee	Prof. Dr. Şener Oktik	Hayır (No)	-

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)	Specified in the Additional Information About the Corporate Governance section in the Annual Report.
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)	Specified in the Additional Information About the Corporate Governance section in the Annual Report.
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)	Specified in the Additional Information About the Corporate Governance section in the Annual Report.
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)	Specified in the Additional Information About the Corporate Governance section in the Annual Report.
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)	Specified in the Additional Information About the Corporate Governance section in the Annual Report.
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)	Specified in the Chairman and CEO messages in the Annual Report.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	www.sisecam.com / Investor Relations / Corporate Overview and Governance / Corporate Governance / Corporate Governance Policies / Wages Policy for the Board of Directors and the Senior Executives
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)

Specified in the Note 37-Related Party Disclosures

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
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 66	% 33	7	4
Denetim Komitesi (Audit Committee)	-	% 100	% 100	31	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 50	8	8
Diğer (Other)	Group Performance Management Committee	% 100	% 50	5	4
Diğer (Other)	Sustainability Committee	% 100	% 25	4	4
Diğer (Other)	Social Responsibility Committee	% 100	% 33	6	4