

# TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.

## CORPORATE GOVERNANCE COMPLIANCE REPORT

Corporate Governance Compliance Report (CGCR) and Corporate Governance Information Form (CGIF) are announced on Public Disclosure Platform ("PDP") at least three weeks before the General Assembly Meeting. The company report status of complying the volunteering principals with CGCR, informs about the corporate governance implementation with KYBF templates.

The Corporate Governance Compliance Report was prepared in accordance with the decision no.2/49 of Capital Markets Board's dated 10 January 2019 and prepared within the framework of the corporate governance principles stated in the "CMB" Communiqué Series II 17.1.

(X) represents the Company's compliance status and the explanations are made for the status other than yes.

CORPORATE GOVERNANCE COMPLIANCE REPORT	Compliance Status					Explanation
	Yes	Partial	No	Exempted	N/A	
<b>1. SHAREHOLDERS</b>						
<b>1.1. Facilitating the Exercise of Shareholder Rights</b>						
1.1.2 Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website	X	-	-	-	-	
<b>1.2. Right to Obtain and Review Information</b>						
1.2.1 Management did not enter into any transaction that would complicate the conduct of special audit.	-	-	-	-	X	The requests for the assignation of a special auditor has not yet been regulated as individual right in the articles of association. No requests were received for the assignation of a special auditor within the period.
<b>1.3. General Assembly</b>						
1.3.2 The company ensures the clarity of the general Assembly agenda, and that an item on the agenda doesn't cover multiple topics.	X	-	-	-	-	
1.3.7 Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.	X	-	-	-	-	There is no such transaction.
1.3.8 Members of the board of directors who are concerned with specific agenda items, auditors and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X	-	-	-	-	
1.3.10 The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.	-	X	-	-	-	There is a separate item on the agenda, but since there are many donations and beneficiaries, summary information is provided.
1.3.11 The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X	-	-	-	-	

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	Yes	Partial	No	Exempted	N/A	
<b>1.4. Voting Rights</b>						
1.4.1	There is no restriction preventing shareholders from exercising their shareholder rights.	X	-	-	-	-
1.4.2	The company does not have shares that carry privileged voting rights.	X	-	-	-	-
1.4.3	The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.	X	-	-	-	-
<b>1.5. Minority Rights</b>						
1.5.1	The company pays maximum diligence to the exercise of minority rights.	X	-	-	-	-
1.5.2	The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.	-	X	-	-	The Company has adopted the rates specified in the legislation of stock in companies.
<b>1.6. Dividend Right</b>						
1.6.1	The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X	-	-	-	-
1.6.2	The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X	-	-	-	-
1.6.3	The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	-	-	-	-	X Profit is distributed.
1.6.4	The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X	-	-	-	-
<b>1.7. Transfer of Shares</b>						
1.7.1	There are no restrictions preventing shares from being transferred.	X	-	-	-	-

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	Yes	Partial	No	Exempted	N/A	
<b>2. DISCLOSURE AND TRANSPARENCY</b>						
<b>2.1. Corporate Website</b>						
2.1.1 The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X	-	-	-	-	
2.1.2 The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X	-	-	-	-	
2.1.4 The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content	-	X	-	-	-	Significant informations has been translated into English, Bosnian, Bulgaria, Hungarian Italian, Romanian, Slovak, German, Russian and the works proceed for translating all informations to English
<b>2.2. Annual Report</b>						
2.2.1 The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X	-	-	-	-	
2.2.2 The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	-	X	-	-	-	The page number or the section related with the conflicts and precaution between the investment consultancy and rating instutations regarding the principle 2.2.2./e are not included
<b>3. STAKEHOLDERS</b>						
<b>3.1. Corporations's Policy on Stakeholders</b>						
3.1.1 The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X	-	-	-	-	
3.1.3 Policies or procedures addressing stakeholders' rights are published on the company's website.	X	-	-	-	-	
3.1.4 A whistleblowing programme is in place for reporting legal and ethical issues.	X	-	-	-	-	
3.1.5 The company addresses conflicts of interest among stakeholders in a balanced manner.	X	-	-	-	-	

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	Yes	Partial	No	Exempted	N/A	
3.2. Supporting the Participation of the Stakeholders in the Corporation's management						
3.2.1 The Articles of Association, or the internal regulations (terms of reference/manuals), of employees in management.	X	-	-	-	-	
3.2.2 Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X	-	-	-	-	
3.3. Human Resources Policy						
3.3.1 The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X	-	-	-	-	
3.3.2 Requirement criteria are documented.	X	-	-	-	-	
3.3.3 The company has a policy on human resources development, and organises trainings for employees.	X	-	-	-	-	
3.3.4 Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X	-	-	-	-	
3.3.5 Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X	-	-	-	-	
3.3.6 Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X	-	-	-	-	
3.3.7 Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X	-	-	-	-	
3.3.8 The company ensures freedom of association and supports the right for collective bargaining.	X	-	-	-	-	
3.3.9 A safe working environment for employees is maintained.	X	-	-	-	-	

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<b>3.4. Relations with Customers and Suppliers</b>						
3.4.1 The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X	-	-	-	-	
3.4.2 Customers are notified of any delays in handling their requests.	X	-	-	-	-	
3.4.3 The company complied with the quality standards with respect to its products and services.	X	-	-	-	-	
3.4.4 The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X	-	-	-	-	
<b>3.5. Ethical Rules and Social Responsibility</b>						
3.5.1 The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X	-	-	-	-	
3.5.2 The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X	-	-	-	-	
<b>4. Board of Directors</b>						
<b>4.1. Role of the Board of Directors</b>						
4.1.1 The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X	-	-	-	-	
4.1.2 The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X	-	-	-	-	

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<b>4.2. Activities of the Board of Directors</b>					
4.2.1 The board of directors documented its meetings and reported its activities to the shareholders.	X	-	-	-	-
4.2.2 Duties and authorities of the members of the board of directors are disclosed in the annual report.	X	-	-	-	-
4.2.3 The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X	-	-	-	-
4.2.4 Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X	-	-	-	-
4.2.5 The roles of the Chairman and Chief Executive Officer are separated and defined.	X	-	-	-	-
4.2.7 The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X	-	-	-	-
4.2.8 The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X	-	-	-	-
<b>4.3. Structure of the Board of Directors</b>					
4.3.9 The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.	-	X	-	-	-
4.3.10 At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X	-	-	-	-

The Board of Directors did not set a target for female members as a rate of not less than 25%, and no policy has determined, However, the rate of female in the Board of Directors is 44%

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<b>4.4.</b>	<b>Board Meeting Procedures</b>						
4.4.1	Each board member attended the majority of the board meetings in person	X	-	-	-	-	
4.4.2	The board has formally approved a minimum a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	-	X	-	-	-	There is no minimum duration although the informing documents are shared to all members in sufficient time.
4.4.3	The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X	-	-	-	-	
4.4.4	Each member of the board has one vote.	X	-	-	-	-	
4.4.5	The board has a charter/written internal rules defining the meeting procedures of the board.	X	-	-	-	-	
4.4.6	Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X	-	-	-	-	
4.4.7	There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.	-	X	-	-	-	There is no Board member take in charge outside the group except independent members. Their resumes are included in the annual report.
<b>4.5.</b>	<b>Board Committees</b>						
4.5.5	Board members serve in only one of the Board's committees.	-	X	-	-	-	A member who is not an independent member of the Board of Directors is involved in two committees, Independent members are assigned in more than one committees.
4.5.6	Committees have invited persons to the meetings as deemed necessary to obtain their views.	X	-	-	-	-	
4.5.7	If external consultancy services are used, the independence of the provider is stated in the annual report.	-	X	-	-	-	The Committee did not receive any significant advisory services except independent audit firm and credit rating agency.
4.5.8	Minutes of all committee meetings are kept and reported to board members.	X	-	-	-	-	

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4.6. Financial Rights						
4.6.1 The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	-	X	-	-	-	The Chairman of the Board of Directors and the General Manager make the necessary evaluations in the annual report, and the related performance evaluations are also included in the minutes of the board of Directors.
4.6.4 The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X	-	-	-	-	
4.6.5 The individual remuneration of board members and executives is disclosed in the annual report.	-	-	X	-	-	In accordance with the law no. 6698 Protection of Personal Data, the total amount is explained in terms of categories rather than on individual basis.



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## CORPORATE GOVERNANCE COMPLIANCE REPORT

### CORPORATE GOVERNANCE INFORMATION FORM (CGIF)

#### 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

In 2020, only 1 physical conference (JP Morgan, Miami) and 1 roadshow (Goldman Sachs, London) were attended due to the pandemic. After this conference and roadshow, which was held with physical participation in the first two months of the year, the brokerage houses carried the conferences to the virtual platform, taking into account the restrictions regarding the pandemic, and 10 videos and teleconferences were attended to domestic and foreign corporate stock and bond investors throughout the year, have met with existing and potential investors exceeding over 270. In addition, teleconferencing meetings held individually with nearly 330 investors and analysts pointed out that the importance given to investor communication is gradually increasing. The total number of meetings held with investors via phone, one-on-one meetings, roadshows and conferences was close to 600. In addition, two webcasts were held in 2020, where the financial results of the end of 2019 and the first half of 2020 were shared. In 2020, in addition to these webcasts where financial results are discussed, two more webcasts regarding the merger transaction were made. The number of reports published by intermediary institutions specifically for Şişecam has increased to over 160.

##### 1.2 Right to Obtain and Examine Information

The number of special audit request(s)

The request for the appointment of a special auditor in the Company's articles of incorporation has not yet been regulated as an individual right. No requests were received for the appointment of a special auditor within the period.

The number of special audit requests that were accepted at the General Shareholders' Meeting

There was no request for a special auditor at the General Assembly Meeting.

##### 1.3 General Assembly

Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)

[www.kap.org.tr/tr/Bildirim/833018](http://www.kap.org.tr/tr/Bildirim/833018)

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.

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### 1.3 General Assembly

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 unanimous 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 2020, all related party transactions and transaction principles were submitted to the Board of Directors. In 2020, there were no related party transactions or significant transactions that should be submitted to the approval of the General Assembly since independent members did not approve.

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)

<https://www.kap.org.tr/tr/Bildirim/910514>

The name of the section on the corporate website that demonstrates the donation policy of the company

Specified under the Corporate Governance Policies that participated in Corporate Governance subtitle in Corporate Overview and Governance title of Investor Relations Section at [www.sisecam.com](http://www.sisecam.com)

The name of the section on the corporate website that demonstrates the donation policy of the company

<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

Company employees and their representatives may attend the General Assembly meeting.

### 1.4 Voting Rights

Whether the shares of the company have differential voting rights

No / There is no privilege in voting rights.

In case that there are voting privileges, indicate the owner and percentage of the voting majority of share

None.

The percentage of ownership of the largest shareholder

50.93 %

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### 1.5 Minority Rights

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Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association

None

If yes, specify the relevant provision of the articles of association.

None

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### 1.6 Dividend Right

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The name of the section on the corporate website that describes the dividend distribution policy

Specified under the Corporate Governance Policies that participated in Corporate Governance subtitle in Corporate Overview and Governance title of Investor Relations Section at [www.sisecam.com](http://www.sisecam.com).

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 Board of Directors did not make any propose to avoid distributing the profits.

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

The Board of Directors has not made any proposal to avoid distributing profits.

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### 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
27.03.2020	-	84.29 %	0.06 %	84,23 %	(*)	(*)	None.	233	<a href="https://www.kap.org.tr/tr/Bildirim/824394">https://www.kap.org.tr/tr/Bildirim/824394</a>
28.08.2020	-	82.92 %	0.00 %	82.92 %	(**)	(**)	None.	233	<a href="https://www.kap.org.tr/tr/Bildirim/861659">https://www.kap.org.tr/tr/Bildirim/861659</a>

(\*) Specified under the "Ordinary General Assembly" section that participated in "General Assembly Announcements and Documents" subtitle in "Corporate Overview and Governance" title of Investor Relations Section on the company's corporate website at [www.sisecam.com](http://www.sisecam.com).

(\*\*) Specified under the "Extraordinary General Assembly" section that participated in "General Assembly Announcements and Documents" subtitle in "Corporate Overview and Governance" title of Investor Relations Section on the company's corporate website at [www.sisecam.com](http://www.sisecam.com).

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### 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.

The corporate website is updated continuously as required by CMB Corporate Governance Principals and the informations are updated in order to maintain the relations with shareholders more effectively and rapidly. The information contained on the corporate website is in the same context as the disclosures made in accordance with the provisions of the relevant legislation and does not contain any contradictory or incomplete information.

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 share

There is no natural person shareholder who owns more than 5% of the shares.

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

Specifies 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

Specifies 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 number of board meetings in a year and the attendance of the members to these meetings

Specifies in the "Additional Information 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

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### 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

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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.

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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

None.

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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%

None.

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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

Specifies in the “Corporate Social Responsibility” section in the Annual report.

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### 3. STAKEHOLDERS

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#### 3.1 Corporation's Policy on Stakeholders

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The name of the section on the corporate website that demonstrates the employee remedy or severance policy

Specified under the Corporate Governance Policies that participated in Corporate Governance subtitle in Corporate Overview and Governance title of Investor Relations Section at [www.sisecam.com](http://www.sisecam.com).

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The number of definitive convictions the company was subject to in relation to breach of employee rights

The number of judgments finalized against the company due to violation of employee rights is 94.

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The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)

Employees are able to carry unethical processes to the Audit Committee and Internal Audit Department. Besides, there is also report line for stakeholders to inform these unethical processes.

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The contact detail of the company alert mechanism.

The e-mail address [etik@sisecam.com](mailto:etik@sisecam.com) is available.

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#### 3.2 Supporting the Participation of the Stakeholders in the Corporation's Management

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Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies

Contact Us.

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Corporate bodies where employees are actually represented

All communication channels are kept available and probable handicaps are cleared for the company employees to participate in the management. For this purpose; "Message to the CEO", "Ethics Communication Line and Electronic Mail Address" and "Nar" applications are used.

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### 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

The Board of Directors forms the necessary succession plans.

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.

There is "Human Resources Policy" under the "Policies" title in the "Sustainability" section on the website [www.sisecam.com](http://www.sisecam.com). Equality was taken as a basis and transparency was ensured in recruitment and career planning. Activities are carried out on the basis of the articles of the "Şişecam Group Human Resources Regulation" created within the Company regarding the subject.

Whether the company provides an employee stock ownership programme

There is no share purchase plan.

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.

Human Resources Policy is specified under the Policies title of Sustainability Section at [www.sisecam.com](http://www.sisecam.com).

The number of definitive convictions the company is subject to in relation to health and safety measures

18 case finalized negatively.

### 3.5 Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics

The Code of Ethics specified under Corporate Governance Policies subtitle in Corporate Governance title of Investor Relations section at [www.sisecam.com](http://www.sisecam.com).

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

Specified under the Corporate Social Responsibility title of About Us section at [www.sisecam.com](http://www.sisecam.com).

Any measures combating any kind of corruption including embezzlement and bribery

Anti-Corruption policy specified under the Corporate Governance Policies subtitle in Corporate Governance title of Investor Relations Section at [www.sisecam.com](http://www.sisecam.com).



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## CORPORATE GOVERNANCE COMPLIANCE REPORT

### 4. BOARD OF DIRECTORS - I

#### 4.2 Activity of the Board of Directors

Date of the last board evaluation conducted	None.
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes, they were released.
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	There has been no delegation.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	14 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 Facilities section in the annual report.
Name of the Chairman	Adnan Bali
Name of the CEO	Prof. Dr. Ahmet Kirman
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	Parent Company, Türkiye İş Bankası A.Ş. has signed "Executive Responsibility Insurance" with Anadolu Anonim Türk Sigorta within the scope of Board Members and Directors for the probable losses related to business faults. However, our company has not made PDP notification.

# TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.

## CORPORATE GOVERNANCE COMPLIANCE REPORT

### 4.2 Activity of the Board of Directors

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

4 directors, the rate is 44%.

### 4. BOARD OF DIRECTORS – II

#### 4.4 Meeting Procedures of the Board of Directors

Number of physical board meetings in the reporting period (meetings in person)

In 2020, 154 physical meetings were held.

Director average attendance rate at board meetings

98,05 %

Whether the board uses an electronic portal to support its work or not

Yes, e-mail is used.

Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter

The information and documents related to agenda of Board of Directors are shared at sufficient time before the board meeting for providing equal information flow. Net time is not specified.

The name of the section on the corporate website that demonstrates information about the board charter

Specified under Corporate Overview and Governance title of Investor Relations Section at [www.sisecam.com](http://www.sisecam.com) and in the Article 10 of the Articles of Association.

Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors

The Company has subsidiaries and affiliates. The fact that the Board Members take role in the management of these companies. For the benefit of the group, the duties outside the Company does not restricted.

### 4.5 Board Committees

Page numbers or section names of the annual report where information about the board committees are presented

Specified in the “Additional Information About the Corporate Governance” section in the Annual Report.

Link(s) to the PDP announcement(s) with the board committee charters

<https://www.kap.gov.tr/Bildirim/206123>

# TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.

## CORPORATE GOVERNANCE COMPLIANCE REPORT

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### 4. BOARD OF DIRECTORS – III

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#### 4.5 Board Committees – II

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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.

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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.

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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.

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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.

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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.

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# TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.

## CORPORATE GOVERNANCE COMPLIANCE REPORT

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### 4.6 Financial Rights

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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.

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Specify the section of website where remuneration policy for executive and non-executive directors are presented

Wages Policy of the senior executives specified under the Corporate Governance Policies subtitle in Corporate Governance title of Investor Relations section at [www.sisecam.com](http://www.sisecam.com).

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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 38-Related Party Disclosures.

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# TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.

## CORPORATE GOVERNANCE COMPLIANCE REPORT

### Composition of Board Committees

Name Surname of Committee Members	Whether Executive Director Or Not	Whether Independent Director Or Not	The first Election Date To Board	Link to PDP Notification That Includes The Independence Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether the Director Who Cased to Satisfy The Independence Or Not	Whether the Director Has At Least 5 Years' Experience on Audit, Accounting And/Or Finance or not
Adnan Bali	Not Executive	Not Independent	07.04.2017				Yes
Prof. Dr. Ahmet Kırman	Executive	Not Independent	14.04.2006				Yes
Senar Akkuş	Not Executive	Not Independent	27.03.2020				Yes
Zeynep Hansu Uçar	Not Executive	Not Independent	15.04.2011				Yes
İzlem Erdem	Not Executive	Not Independent	25.03.2015				Yes
Prof. Dr. Şener Oktik	Not Executive	Not Independent	27.03.2020				Yes
Diğç Kızıldemir	Not Executive	Independent	21.03.2018	<a href="http://www.kap.org.tr/tr/Bildirim/824392">www.kap.org.tr/tr/Bildirim/824392</a>	Reviewed	No	Yes
Aysun Mercan	Not Executive	Independent	21.03.2018	<a href="http://www.kap.org.tr/tr/Bildirim/824392">www.kap.org.tr/tr/Bildirim/824392</a>	Reviewed	No	Yes
Dr. Mehmet Cem Kozlu	Not Executive	Independent	21.03.2018	<a href="http://www.kap.org.tr/tr/Bildirim/824392">www.kap.org.tr/tr/Bildirim/824392</a>	Reviewed	No	Yes

# TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.

## INFORMATION DOCUMENTS OF SHAREHOLDER'S ORDINARY GENERAL ASSEMBLY MEETING

### 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
Corporate Governance Committee	-	Dinç Kızıldemir	Chairman	Member
Corporate Governance Committee	-	Prof. Dr. Şener Oktik	-	Member
Corporate Governance Committee	-	Zeynep Hansu Uçar	-	Member
Corporate Governance Committee	-	İzlem Erdem	-	Member
Corporate Governance Committee	-	Başak Öge	-	Not Member
Audit Committee	-	Dinç Kızıldemir	Chairman	Member
Audit Committee	-	Aysun Mercan	-	Member
Committee of Early Detection of Risk	-	Dinç Kızıldemir	Chairman	Member
Committee of Early Detection of Risk	-	Aysun Mercan	-	Member
Committee of Early Detection of Risk	-	Prof. Dr. Şener Oktik	-	Member
Committee of Early Detection of Risk	-	Senar Akkuş	-	Member
Committee of Early Detection of Risk	-	Zeynep Hansu Uçar	-	Member

### Board Committees– II

Names of the Board Committees	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
Corporate Governance Committee	100,00%	20,00%	6	6
Audit Committee	100,00%	100,00%	15	14
Committee of Early Detection of Risk	100,00%	40,00%	9	9