

# TRAKYA CAM SANAYİİ A.Ş.

## CORPORATE GOVERNANCE COMPLIANCE REPORT AND INFORMATION FORM

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 CGIF 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	Patial	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	Articles of association does not contain privileges for the exercise of voting rights.
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	-	-	-	A separate item is included in the agenda, but there are many donations and beneficiaries, so summary information is provided.

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1.3.11 The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.

X - - - -

### Compliance Status

#### CORPORATE GOVERNANCE COMPLIANCE REPORT

	Yes	Partial	No Exempted	N/A	Explanation
<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 and the works proceed for translating all informations in 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 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	-	-	-	The relevant requirements are set out in the "Basic Law of Şişecam Employees" which established by the management instead of article of association.
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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	Yes	Partial	No Exempted	N/A	
<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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	Yes	Partial	No	Exempted	N/A	
<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	-	-	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 17%.
4.3.10 At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X	-	-	-	-	

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<b>4.4. 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. Board Committies</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	-	-	-	Previous year reviews are available on Chairman's message of the annual report. There are also relevant performance evaluations 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 INFORMATION FORM (CGIF)

#### 1. SHAREHOLDERS

##### 1.1 Facilitating the Exercise of Shareholders Rights

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The number of investor meetings (conference, seminar/etc.) organised by the company during the year

In 2018, totally more than 400 one-to-one meetings in headquarter or out of company were held with current and potential investors including 9 conferences and 3 roadshows for stock and bond investors. Conferences attended: JP Morgan (Miami), Is Investment (London), Investment (Istanbul), JP Morgan (London), Is Investment (Istanbul), Goldman Sachs (London), Woods & Co. (Prague), Citi (Singapore). In addition, Analyst Day was held on 5 April 2018 at Şişecam Headquarter with the participation of 45 analysts and investors. The total number of interviews with investors through telephone, one-on-one meetings, roadshows and conferences is over 400. As a result of the interviews conducted with the analysts who published reports on stock-in companies, nearly 130 analyst reports were published. In addition, two webcasts were held in 2017, sharing the first half financial results of 2017 and 2018. The transcripts of these teleconferences are published on our website in English.

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

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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

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

[www.kap.org.tr/tr/Bildirim/669513](http://www.kap.org.tr/tr/Bildirim/669513)

Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time

No/ The documents of the General Assembly Meeting are not 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 unanimous transaction.

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### 1.3 General Assembly

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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 2018, all related party transactions and transaction principles were submitted to the Board of Directors. In 2018, 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 10 of the Communique on Corporate Governance (II-17.1)

<https://www.kap.org.tr/Bildirim/737960>

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

Specified under the "Corporate Governance Principles" that participated in "Corporate Governance subtitle in Corporate Identity and Management" title of "Inverstor Relations Section" at [www.sisecamduzcam.com](http://www.sisecamduzcam.com)

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

[www.kap.org.tr/Bildirim/271929](http://www.kap.org.tr/Bildirim/271929)

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

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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

%69,45

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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
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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 Principles" that participated in "Corporate Governance subtitle in Corporate Identity and Management" title of "Inverstor Relations" Section at <a href="http://www.sisecamduzcam.com">www.sisecamduzcam.com</a> .
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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.
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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 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
20.03.2018	-	%83,35	%0,05	%83,30	(*)	None.	None.	145	<a href="https://www.kap.org.tr/tr/Bildirim/662572">https://www.kap.org.tr/tr/Bildirim/662572</a>

(\*) Specified under the "General Assembly" that participated in "General Assembly Announcements and Documents" subtitle in "Corporate Identity and Management" title of "Inverstor Relations" Section at [www.sisecamduzcam.com](http://www.sisecamduzcam.com).

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### 2. DISCLOSURE AND TRANSPARENCY

#### 2.1 Corporate Website

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Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.

The corporate website “www.sisecamduzcam.com” 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 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

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.

c) 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 statement

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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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a) 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 22.Insurances, Contingent Assets and Liabilities in financial report.

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a) 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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a) 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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a) 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 "Human Resources" section in the Annual report.

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### 3. STAKEHOLDERS

#### 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 Principles" that participated in "Corporate Governance" subtitle in "Corporate Identity and Management" title of "Inverstor Relations" Section at [www.sisecamduzcam.com](http://www.sisecamduzcam.com).

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

30 case finalized negatively. 10 of them partially accepted and partially rejected.

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.

The contact detail of the company alert mechanism

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

#### 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

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", "Electronic Mail Address" and "Idea Factory" applications are used.

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### 3.3 Human Resources Policy

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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.

During recruitment and career planning, sense of fairness is taken as basis and transparency is ensured. Activities are carried out on the basis of Şişecam Group Human Resources Regulation faaliyet which is established within the institution.

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.

Şişecam Group shapes its human resources approach in accordance with laws, corporate values and ethical principles, and embraces diversity and equal opportunities. With aspirations of becoming an employer of choice, the Group adopts an impartial, systematic and development-oriented approach in all human resources processes, including recruitment, career management, professional development and training, and performance management. It recognizes and rewards consistent and high performance and implements competitive compensation and benefits strategies that are compatible with market conditions. Şişecam Group respects the historical and cultural values of the communities in which it operates. It endeavors to pass on to future generations the diversity and cultural heritage of its global work force and stakeholders by empowering them.

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

3 case finalized negatively. 3 of them partially accepted and partially rejected.

### 3.5 Ethical Rules and Social Responsibility

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

Specified under the "Code of Ethics" that participated in "Corporate Governance Principals" 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" that participated in "Sustainability" title of About Us section at [www.sisecamduzcam.com](http://www.sisecamduzcam.com)

Any measures combating any kind of corruption including embezzlement and bribery

Specified under the "Anti-Corruption policy" that participated in "Corporate Governance Policy" subtitle in "Corporate Governance" title of "Investor Relations Section" at [www.sisecamduzcam.com](http://www.sisecamduzcam.com)



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### 4. BOARD OF DIRECTORS - I

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#### 4.2 Activity of the Board of Directors

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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	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.	Specified in Risk Management and Internal Audit Facilities section in the annual report.
Name of the Chairman	Prof. Dr. Ahmet Kirman
Name of the CEO	Dr. Reha Akçakaya
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, Turkey İş Bankası A.Ş. signed "Executive Responsibility Insurance" with Anadolu Anaonim 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.

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# TRAKYA CAM SANAYİİ A.Ş.

## CORPORATE GOVERNANCE COMPLIANCE REPORT AND INFORMATION FORM

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### 4.2 Activity of the Board of Directors

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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

1 directors, the rate is 17%.

### 4. BOARD OF DIRECTORS – II

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

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

In 2018, 50 physical meetings were held.

Director average attendance rate at board meetings

%98

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 the “Establishment and Working Principles of Board Committees” file that participated in “Corporate Governance and Identity” title of “Inverstor Relations Section” at [www.sisecamduzcam.com](http://www.sisecamduzcam.com).

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 company does not restricted this situation.

### 4.5 Board Committees

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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

[www.kap.org.tr/tr/Bildirim/204283](http://www.kap.org.tr/tr/Bildirim/204283)

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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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# TRAKYA CAM SANAYİİ A.Ş.

## CORPORATE GOVERNANCE COMPLIANCE REPORT AND INFORMATION FORM

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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.

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

Specified under the “Executive Remuneration Policy” that participated in “Corporate Governance Principals” subtitle in “Corporate Governance” title of “Inverstor Relations section” at [www.sisecamduzcam.com](http://www.sisecamduzcam.com).

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.

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## CORPORATE GOVERNANCE COMPLIANCE REPORT AND INFORMATION FORM

### 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
Prof. Dr. Ahmet Kirman	Not Executive	Not Independent	23.03.2015				Yes
Dr. Reha Akçakaya	Executive	Not Independent	02.01.2014				Yes
Zeynep Hansu Uçar	Not Executive	Not Independent	02.08.2010				Yes
Gökhan Güralp	Not Executive	Not Independent	20.03.2018				Yes
İlhan İl	Not Executive	Independent	20.03.2018	<a href="http://www.kap.org.tr/tr/Bildirim/669522">www.kap.org.tr/tr/Bildirim/669522</a>	Reviewed	Not	Yes
Diñ Kızıldemir	Not Executive	Independent	20.03.2018	<a href="http://www.kap.org.tr/tr/Bildirim/669522">www.kap.org.tr/tr/Bildirim/669522</a>	Reviewed	Not	Yes

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## CORPORATE GOVERNANCE COMPLIANCE REPORT AND INFORMATION FORM

### 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	-	Diñ Kızıldemir	Chairman	Member
Corporate Governance Committee	-	Zeynep Hansu Uçar	-	Member
Corporate Governance Committee	-	İlhan İl	-	Member
Corporate Governance Committee	-	Gökhan Güralp	-	Member
Corporate Governance Committee	-	Kemal Tansu Akalın	-	Not member
Audit Committee	-	Diñ Kızıldemir	Chairman	Member
Audit Committee	-	İlhan İl	-	Member
Commtee of Early Detection of Risk	-	Diñ Kızıldemir	Chairman	Member
Commtee of Early Detection of Risk	-	İlhan İl	-	Member
Commtee 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	%40,00	6	8
Audit Committee	%100,00	%100,00	5	5
Commtee of Early Detection of Risk	%100,00	%66,67	8	8