



## KAMUYU AYDINLATMA PLATFORMU

# AYDEM YENİLENEBİLİR ENERJİ A.Ş. Corporate Governance Information Form 2023 - Annual Notification

### Summary

2023 Corporate Governance Information Form

## 1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	All investor meetings held by our Company in 2023 were held physically or electronically online. A total of 249 meetings were held during the year, including investor conferences, analyst meetings and investor meetings (local and foreign).
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	None
The number of special audit requests that were accepted at the General Shareholders' Meeting	None
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	You can access the related information from the link <a href="https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/general-assembly">https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/general-assembly</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	None
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)	<a href="https://www.kap.org.tr/tr/Bildirim/1129614">https://www.kap.org.tr/tr/Bildirim/1129614</a>
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)	<a href="https://www.kap.org.tr/en/Bildirim/1129614">https://www.kap.org.tr/en/Bildirim/1129614</a>
The name of the section on the corporate website that demonstrates the donation policy of the company	Corporate Website/Corporate/Our Policies/Donation and Aid Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	It was approved at the Extraordinary General Assembly meeting held on 14.08.2020, prior to the IPO. You can reach the relevant general assembly meeting minutes at <a href="https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/general-assembly">https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/general-assembly</a>

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	An article has been added to the General Assembly Internal Directive and information on the issue is provided in the minutes of the general assembly meetings.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The list of attendees at the Ordinary General Assembly Meeting for the Year 2022 held on 29.03.2023 is available at <a href="https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/general-assembly">https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/general-assembly</a>
<b>1.4. Voting Rights</b>	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Group A shareholders have voting privileges by 59.57%.
The percentage of ownership of the largest shareholder	% 84,21
<b>1.5. Minority Rights</b>	
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.	None
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	Corporate Website/Corporate/Our Policies/Dividend 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.	You can access the list of attendees of the 2021 Ordinary General Assembly Meeting held on 30.03.2022 at <a href="https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/general-assembly">https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/general-assembly</a>
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	<a href="https://www.kap.org.tr/en/Bildirim/1129660">https://www.kap.org.tr/en/Bildirim/1129660</a>

#### 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	1	% 86,54	% 1,07	% 85,47	Investor Relations/Corporate Governance/General Assembly	Investor Relations/Corporate Governance/General Assembly	7	0	<a href="https://www.kap.org.tr/en/Bildirim/1129660">https://www.kap.org.tr/en/Bildirim/1129660</a>

## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
<b>2.1. Corporate Website</b>	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Corporate Website/Information Society Services and Corporate Website/Investor Relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	<a href="https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/shareholder-structure">https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en/corporate-governance/shareholder-structure</a>
List of languages for which the website is available	Turkish - English
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
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	2023 Integrated Activity Report/Annexes/Independence Declarations
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	2023 Integrated Activity Report/Corporate Governance/Committees and Policies
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	2023 Integrated Activity Report/Corporate Governance/Board of Directors
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	2023 Integrated Activity Report/Other Matters/Legislative Amendments in 2023
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	2023 Integrated Activity Report/Other Matters/Information on Lawsuits Filed Against the Company that may Affect the Company's Financial Position and Activities and Their Possible Outcomes
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	2023 Integrated Activity Report/Other Matters/Other Issues

<p>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%</p>	<p>2023 Integrated Activity Report/Other Matters/Other Issues</p>
<p>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</p>	<p>2023 Integrated Activity Report/Other Matters/Human Resources Asset</p>

## 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Corporate Website/Corporate/Policies/Employee Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	2
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Audit and Control Group Director
The contact detail of the company alert mechanism	<a href="https://www.aydemyenilenebilir.com.tr/bilgi/41/etik-kurallar-ve-calisma-ilkeleri?hl=en">https://www.aydemyenilenebilir.com.tr/bilgi/41/etik-kurallar-ve-calisma-ilkeleri?hl=en</a>
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Corporate Website/Corporate/Policies/Human Resources Policy
Corporate bodies where employees are actually represented	In our workplaces where there is a union, a union representative selected from among the workers by the Union Branch Board of Directors, and there is a workplace representative in all other workplaces.
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The development of a succession plan for key management positions is subject to the approval of the board of directors, and the process is included in the human resources policy.
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.	Corporate Website/Corporate/Policies/Recruitment
	Pay edindirme planı bulunmuyor (There isn't an

Whether the company provides an employee stock ownership programme	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.	Corporate Website/Corporate/Policies/Human Rights Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	1
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	Corporate Website/Corporate/Policies/Ethical Rules and Labor Policies
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.	Corporate Website/Corporate/Policies/Environmental Policy, Sustainability, General Environment Procedure
Any measures combating any kind of corruption including embezzlement and bribery	Anti-Bribery and Anti-Corruption Policy and Disciplinary Regulations are in place.

## 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	In the last week of every year, one-on-one meetings are held with the members of the Board of Directors and a general performance evaluation is made.
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	CEO-İdris Küpeli, General Manager-Serdar Marangoz
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	2023 Integrated Annual Report/Corporate Governance
Name of the Chairman	Aydem Holding A.Ş. Represented by İdris Küpeli
Name of the CEO	Serdar Marangoz
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Not the same person.
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	Due to the high amount of Company capital, the policy amount does not exceed 25% of the capital .
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Corporate Web Site/ Corporate/Policies/Board Diversity Policy
The number and ratio of female directors within the Board of Directors	3 people, 37.5%

### 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
İdris Küpeli	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	03/04/2020			-	Evet (Yes)
Serdar Marangoz	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	25/10/2023			-	Evet (Yes)
Galip Ayköse	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/09/2023			-	Evet (Yes)
Asya Vuslat Saldanlı	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	20/12/2021			-	Hayır (No)
Serpil Demirel	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/06/2021	<a href="https://www.kap.org.tr/en/Bildirim/1120008">https://www.kap.org.tr/en/Bildirim/1120008</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Fatma Dilek Bil	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/06/2021	<a href="https://www.kap.org.tr/en/Bildirim/1120008">https://www.kap.org.tr/en/Bildirim/1120008</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mehmet Hayati Öztürk	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	03/04/2020	<a href="https://www.kap.org.tr/en/Bildirim/1120008">https://www.kap.org.tr/en/Bildirim/1120008</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Ersin Akyüz	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	03/04/2020	<a href="https://www.kap.org.tr/en/Bildirim/1120008">https://www.kap.org.tr/en/Bildirim/1120008</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	29
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	3
The name of the section on the corporate website that demonstrates information about the board charter	Corporate Web Site/ Investor Relations/ Corporate Governance/ Board of Directors/ Working Principles of the Board of Directors
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	2023 Integrated Annual Report/Corporate Governance/Committees and Policies/Committees
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/en/Bildirim/1119440">https://www.kap.org.tr/en/Bildirim/1119440</a>

### 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)		Serpil Demirel	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ersin Akyüz	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mehmet Hayati Öztürk	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Fatma Dilek Bil	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mehmet Yusuf Güngör	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		Serpil Demirel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Ersin Akyüz	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Mehmet Hayati Öztürk	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Fatma Dilek Bil	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Serpil Demirel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ersin Akyüz	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mehmet Hayati Öztürk	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Fatma Dilek Bil	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Investment Committee	İdris Küpeli	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Investment Committee	Serdar Marangoz	Hayır (No)	Yönetim kurulu üyesi (Board member)

Diğer (Other)	Investment Committee	Serpil Demirel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Investment Committee	Ersin Akyüz	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Investment Committee	Mehmet Hayati Öztürk	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Investment Committee	Fatma Dilek Bil	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	Serdar Marangoz	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	Serpil Demirel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	Ersin Akyüz	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	Mehmet Hayati Öztürk	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	Fatma Dilek Bil	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	Adnan Can	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	Hüseyin Günlü	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	Fatih Peker	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

## 4. BOARD OF DIRECTORS-III

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Board Committees-II</b>	
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)	2023 Integrated Annual Report/Corporate Governance/Committees and Policies/Audit Committee
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 )	2023 Integrated Annual Report/Corporate Governance/Committees and Policies/Corporate Governance Committee
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)	2023 Integrated Annual Report/Corporate Governance/Committees and Policies/Corporate Governance Committee
Specify where the activities of the early detection of risk committee are presented in your annual report or website ( Page number or section name in the annual report/website )	2023 Integrated Annual Report/Corporate Governance/Committees and Policies/Early Detection of Risk Committee
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)	2023 Integrated Annual Report/Corporate Governance/Committees and Policies/Corporate Governance Committee
<b>4.6. Financial Rights</b>	
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)	2023 Integrated Annual Report/Corporate Governance/Board of Directors' Assessment
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Corporate Website/ Corporate/Policies/ Compensation Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	2023 Integrated Annual Report/Corporate Governance/Financial Benefits Provided to Board Members and Senior Executives

## 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)		% 80	% 80	5	2
Denetim Komitesi (Audit Committee)		% 100	% 100	4	2
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	6	6
Diğer (Other)	Investment Committee	% 66	% 66	0	1
Diğer (Other)	Sustainability, Environment, Occupational Health and Safety Committee	% 50	% 50	4	1