



**KAMUYU AYDINLATMA PLATFORMU**

**KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK  
A.Ş.  
Corporate Governance Compliance Report  
2022 - Annual Notification**

**Summary**

2022 Corporate Governance Compliance Report

Related Companies

Related Funds

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>Corporate Governance Compliance Report</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					
<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 does not 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	
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				General information is given collectively
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X					According to the General Assembly Internal Directive, other executives, employees and other persons may also enter the meeting place, if permitted by the chairman of the meeting. In addition to the shareholders, guests and company employees attended the meeting, and there were no such requests from the media in 2022.
<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	The company's cross-shareholding relationship, which brings with it a relationship of dominance there is no relationship.
<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			There is no separate article on minority rights in the Articles of Association of the Company, and the provisions of the Turkish Commercial Code, capital markets legislation and other relevant legislation shall apply to matters not

							provided for in the Articles of Association.
<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			Dividend distribution was made during the period.
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						
<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						
<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						
<b>3.1. CORPORATION'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						
<b>3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT</b>							
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.		X					Although there is no provision in the Articles of Association, employee participation in management is supported through internal regulations ( Kontrolmatik Complaint/ Wish/Request Evaluation System)
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					Satisfaction surveys are conducted to obtain the opinions of stakeholders, and physical and online meetings are organised for senior management and relevant units.
<b>3.3. HUMAN RESOURCES POLICY</b>							
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.		X					Both the human resources policy and the ethical policy of the company include equal opportunity provisions in recruitment, although there is no written succession plan, the unwritten rules of the company are used in practice in this direction, the succession planning is planned to be written in 2023 as a policy
3.3.2 - Recruitment 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				Employees are informed on relevant issues, but there is no union to which our employees are registered.
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				The Company does not restrict or prevent the freedom of association and the effective recognition of the right to collective bargaining; however, there are no associations or trade unions in the Company and employees have not taken any initiatives in this direction, nor have they requested or demanded collective bargaining agreements.
3.3.9 - A safe working environment for employees is maintained.	X					
<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>4.1. 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					
<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>						
						There is no policy or target for the election of female members to the Board of Directors. Elected at the 2021

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					Ordinary General Assembly, one independent female member serves on the Board of Directors, and the ratio of female members is currently 20%.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
<b>4.4. BOARD MEETING PROCEDURES</b>						
4.4.1-Each board member attend the majority of the board meetings in person or via an electronic board meeting system	X					
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X					In accordance with its working principles, the Board of Directors has not defined a specific time period for sending the relevant information and documents to the members before the meeting. However, in accordance with the intensity and content of the agenda, information and documents are sent to all members within 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	The members who could not attend the meeting have the opportunity to submit their opinions in writing to the Board of Directors, but no such notification was made by the members who could not attend the meeting.
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					The members of the Board of Directors of the Company were authorised at the General Assembly to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code. Information on the duties of the members of the Company's Board of Directors outside the Company is provided in the information on the Board of Directors under the corporate governance heading of the Company's corporate page on the Public Disclosure Platform.
<b>4.5. BOARD COMMITTEES</b>						
4.5.5 - Board members serve in only one of the Board's committees.			X			Due to the number of Board members and committee structuring requirements, two independent Board members take part in more than one committee. Due to the number of independent members of the Board of Directors, no change is planned in the current situation.
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 Committees do not receive consultancy services from any person or organisation.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					

**4.6. FINANCIAL RIGHTS**

<p>4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.</p>			X		<p>It is planned to implement a performance evaluation system at the board level and work will be initiated for its implementation in 2023.</p>
<p>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.</p>	X				
<p>4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.</p>			X		<p>Within the scope of the article related to the payments made to the members of the Board of Directors and executives with administrative responsibilities, the attendance fees paid to the members of the Board of Directors are determined at the General Assembly; however, the remunerations paid to the executives with administrative responsibilities are disclosed in the Company's Annual Report in parallel with the common practice, not on an individual basis , but collectively, as market practices are closely monitored on the issue considered important in terms of confidentiality of personal information.</p>