



KAMUYU AYDINLATMA PLATFORMU

**KONTROLMATİK TEKNOLOJİ ENERJİ VE MÜHENDİSLİK
A.Ş.
Corporate Governance Information Form
2023 - Annual Notification**

Summary

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	Over 50 online and physical meetings were organised with brokerage houses and asset management companies. In addition, nearly 10 roadshows were organised as face-to-face meetings and teleconferences with local and foreign investors.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/1129959
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	No
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 are no transactions of this nature
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)	There are no transactions of this nature
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)	There are no transactions of this nature
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate Governance / Donation and Aid Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/939988
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	11

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The Ordinary General Assembly for the year 2022 held on 25.04.2023 was attended by the members of the Board of Directors, the representative of the Independent Audit Company, company employees and investors other than shareholders.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 28,35
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Home Page/Investor Relations/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.	The Board of Directors has no proposal to the General Assembly not to distribute dividends.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	None

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
25/04/2023	0	% 61,94	% 29,6	% 32,34	Investor Relations/General Assembly Information	Investor Relations/General Assembly Information	13	25	https://www.kap.org.tr/tr/Bildirim/1129959

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	"Investor Relations" section at www.kontrolmatik.com
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.	Investor Relations/ Partnership Structure at www.kontrolmatik.com
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	Board of Directors and Organisation Structure
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	Committees
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	Board of Directors and Organisation Structure
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	Information on Legislative Amendments
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	Corporate Governance
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	Corporate Governance

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%	There is no cross shareholding.
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	Sustainability

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Policies
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Company legal department
The contact detail of the company alert mechanism	etik@kontrolmatik.com, , +90 4441568
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	-
Corporate bodies where employees are actually represented	Our employees participate in management through various methods and share their suggestions and opinions. The opinions of each employee who participates in the employee loyalty and evaluation survey conducted from time to time are taken in the form of questionnaires and open-ended answers . Information about the company is shared with employees and other stakeholders through various meetings and organisations, and their questions and opinions are received.
3.3. Human Resources Policy	
	Within the framework of the current succession plan, the Board of

The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Directors determines the selection and appointments for key management positions from among the candidates proposed by the committee consisting of the HR manager, the relevant unit manager, the Gmy and the General Manager.
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.	Sustainability/Policies/HR Policy
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Sustainability/Policies/ Human Rights Policy/HR Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Sustainability/Policies/ Ethics Policy
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.	Environmental Management Policy, Sustainability Policy, Occupational Health and Safety Policy
Any measures combating any kind of corruption including embezzlement and bribery	Business Ethics & Anti-Corruption and Anti-Bribery Policy

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	None
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	Sami Aslanhan, Chairman of the Board of Directors, and Ömer Ünsalan, Deputy Chairman of the Board of Directors, are individually authorised to represent and bind the Company in the broadest sense.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	2
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	Corporate Governance
Name of the Chairman	Sami Aslanhan
Name of the CEO	Osman Şahin Köşker
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	It's 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	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	-

Composition of Board of Directors

				Link To PDP Notification	Whether the Independent	

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	That Includes The Independency Declaration	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
Sami Aslanhan	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	03/09/2014	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ömer Ünsalan	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	03/09/2014	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Murat Tanrıöver	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	28/04/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Burhanettin Koray Tunçalp	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/05/2020	https://www.kap.org.tr/tr/Bildirim/1129959	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Bikem Kanık	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	03/06/2021	https://www.kap.org.tr/tr/Bildirim/1129959	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	51
Director average attendance rate at board meetings	% 86,27
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	1 day
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Corporate Governance / Articles of Association / Board of Directors Meetings
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There are no policies and restrictions.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1147700

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
Denetim Komitesi (Audit Committee)	-	Burhanettin Koray Tunçalp	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Bikem Kanık	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Bikem Kanık	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Burhanettin Koray Tunçalp	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Murat Tanrıöver	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Metin Demir	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Bikem Kanık	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Burhanettin Koray Tunçalp	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Murat Tanrıöver	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Ömer Ünsalan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Nomination Remuneration Committee	Burhanettin Koray Tunçalp	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Nomination Remuneration Committee	Bikem Kanık	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Nomination Remuneration Committee	Murat Tanrıöver	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Ethics Committee	Bikem Kanık	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Ethics Committee	Burhanettin Koray Tunçalp	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Ethics Committee	Sabahattin Karabakır	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Corporate Governance / Committees
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)	Corporate Governance / Committees
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)	Corporate Governance / Committees
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)	Corporate Governance / Committees
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)	Corporate Governance / Committees
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Sustainability, from management
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/ Corporate Governance/ Remuneration 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)	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
Denetim Komitesi (

Audit Committee)	-	% 100	% 100	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 100	% 50	6	6
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 75	% 50	6	6
Diğer (Other)	Nomination & Remuneration Committe	% 100	% 66,66	2	2
Diğer (Other)	Ethics Committee	% 100	% 66,66	2	2