



KAMUYU AYDINLATMA PLATFORMU

ALFA SOLAR ENERJİ SANAYİ VE TİCARET A.Ş. Corporate Governance Information Form 2023 - Annual Notification

Summary

2023 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	Throughout the year, more than 170 meetings were conducted with investors and analysts via phone, video conferencing, or in-person.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There were no requests for the appointment of a special auditor during the period.
The number of special audit requests that were accepted at the General Shareholders' Meeting	None.
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/1122884
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	It is available on the Corporate Website of the Company (www.alfasolarenerji.com) under the Investor Relations/General Assembly section.
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 such transaction.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There is no transaction 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 is no transaction of this nature.
The name of the section on the corporate website that demonstrates the donation policy of the company	https://www.alfasolarenerji.com/Investor Relations/ Corporate Governance/ Company Policies/ Donations 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/1135716
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	The attendance to General Assembly meetings is regulated in Article 10 of our Articles of Association.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The list of shareholders attending the general assembly is as provided in the link, including the Independent Auditor, Company Board Members, Ministry Representative, employees, and shareholders. https://www.kap.org.tr/tr/Bildirim/1135716
1.4. Voting Rights	
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.	Each Class A privileged share grants its holder 5 (five) voting rights in the general assembly.
The percentage of ownership of the largest shareholder	% 77
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.	There is no provision in our Articles of Association regarding the expansion of minority rights in terms of content and ratio.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	https://www.alfasolarenerji.com/Investor Relations/Corporate Governance/Company 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.	A decision regarding dividend distribution was made at the general assembly held on April 10 , 2023, concerning the 2022 fiscal year.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

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
10/04/2023	0	% 80,5	% 80,5	% 0	https://www.alfasolarenerji.com/Investor Relations/General Assembly/Minutes of the Ordinary General Assembly Meeting for the Year 2022	https://www.alfasolarenerji.com/Investor Relations/General Assembly/Minutes of the Ordinary General Assembly Meeting for the Year 2022	Article 16	30	https://www.kap.org.tr/tr/Bildirim/1135716

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.	The relevant information can be accessed through the sections under the Investor Relations tab on the website http://www.alfasolarenerji.com/tr .
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.	There are no individual shareholders holding more than 5% of the shares.
List of languages for which the website is available	Turkish ? 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	2023 Activity Report/ Corporate Governance/ Board of Directors/ Independence Declarations/Pages 148-153
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 Activity Report/ Corporate Governance/ Committees/Pages 162-166
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 Activity Report/ Corporate Governance/ Board of Directors Activities/Page 158
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 Activity Report/ Other Disclosures/Page 183
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 Activity Report/ Other Disclosures/Page 184
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the	

<p>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</p>	<p>2023 Activity Report/ Other Disclosures/Page 183</p>
<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>The company does not have any mutual investment relationship in its capital.</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 Activity Report/ Environmental Approach - Social Approach/Page 110-145</p>

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	The company has not established a policy specifically addressing the protection of stakeholders' rights. Stakeholders' rights are protected in accordance with company ethical standards, regulations, and mutual agreements.
The number of definitive convictions the company was subject to in relation to breach of employee rights	During the year, there are 3 finalized court decisions against the Company due to the violation of employee rights.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Investor Relations Manager, Human Resources Manager
The contact detail of the company alert mechanism	info@alfasolarenerji.com, ik@alfasolarenerji.com, 0 318 666 27 00
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	Company employees can submit their requests, wishes, and complaints to the management through a corporate portal. https://www.alfasolarenerji.com / Investor Relations/ Corporate Governance/ Company Policies/ Human Resources Policy
Corporate bodies where employees are actually represented	Human Resources Department
3.3. Human Resources Policy	
	Succession planning for key executive positions is

The role of the board on developing and ensuring that the company has a succession plan for the key management positions	conducted under the guidance of the Board of Directors.
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.	https://www.alfasolarenerji.com / Investor Relations/ Corporate Governance/ Company Policies/ Human Resources Policy
Whether the company provides an employee stock ownership programme	Pay edindirme plani 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.	https://www.alfasolarenerji.com / Investor Relations/ Corporate Governance/ Company Policies/ Human Resources Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	There are no lawsuits filed against the company due to liability for work-related accidents.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	https://www.alfasolarenerji.com /Investor Relations/ Corporate Governance/ Company Policies/Ethical Rules
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.	The 2023 annual activity report has been published in an integrated manner with the sustainability report. The report includes measures taken by our company regarding social, environmental, and corporate governance aspects. https://www.alfasolarenerji.com /Investor Relations/ Activity Reports
Any measures combating any kind of corruption including embezzlement and bribery	The Company has established Ethics Rules to combat all forms of corruption, including embezzlement and bribery. Awareness-raising and

control activities regarding this matter are coordinated by the Human Resources department.

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	The Board of Directors' performance evaluation has not been conducted.
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	None.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	-
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 Activity Report/ Corporate Governance/ Assessment by the Board of Directors/Page 169
Name of the Chairman	Veysel Karabaş
Name of the CEO	Hüseyin Mertcan Karabaş
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 efforts regarding executive insurance are ongoing.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	The company has a target for female representation on the Board of Directors, although there is no specific policy on this on the company's corporate website. The target for female board members is included in the activity report.
The number and ratio of female directors within the Board of Directors	2023 Activity Report/ Social Approach/Page 127

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
Veysel Karabaş	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	18/05/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Hüseyin Mertcan Karabaş	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	18/05/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Furkan Karabaş	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	18/05/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ahmet Ocak	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	18/05/2022	-	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Yunus Esmer	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	18/05/2022	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
İsmail Şahiner	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	19/08/2022	-	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Mehmet Karabaş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	19/08/2022	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Hayır (No)

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	22
Director average attendance rate at board meetings	% 85
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	There is no specified written period for this. However, the Company management provides information and documents for review by the members a reasonable time before the meetings.
The name of the section on the corporate website that demonstrates information about the board charter	There is no written regulation outside the articles of association. In Article 11 of the articles of association, the manner of conducting the board meetings is specified. https://www.alfasolarenerji.com / Investor Relations/ Corporate Governance/ Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no policy restricting members from taking on other roles outside the company.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	2023 Activity Report/ Corporate Governance/ Committees/Page 162-166
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1119319

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)		Ahmet Ocak	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		İsmail Şahiner	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Nazlı Gül Aktaş	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		Yunus Esmer	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Ahmet Ocak	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Yunus Esmer	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		İsmail Şahiner	Hayır (No)	Yönetim kurulu üyesi (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)	2023 Activity Report/ Corporate Governance/ Committees/Page 162-163
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 Activity Report/ Corporate Governance/ Committees/Page 164-165
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)	The duties of the Nomination Committee are carried out by the 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 Activity Report/ Corporate Governance/ Committees/Page 165-166
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)	The duties of the Compensation Committee are carried out by the Corporate Governance Committee.
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)	2023 Activity Report/ Corporate Governance/ Assessment of the Board of Directors/Page 168
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://www.alfasolarenerji.com / Investor Relations/ Corporate Governance/ Company 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 Activity Report/ Corporate Governance/ Financial Rights Granted to Board Members and Top-Level Executives/ Page 159

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)		% 66,67	% 66,67	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	2	2
Denetim Komitesi (Audit Committee)		% 100	% 100	2	2