



KAMUYU AYDINLATMA PLATFORMU

EBEBEK MAĞAZACILIK A.Ş. Corporate Governance Compliance Report 2024 - Annual Notification

Summary

Corporate Governance Compliance Report

Related Companies

Related Funds

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
Corporate Governance Compliance Report						
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
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					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.					X	There was no special audit request.
1.3. GENERAL ASSEMBLY						
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	There was no such transaction notification.
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				Since we are a newly public company, only the total amount was given in the relevant agenda item in our first general assembly. We plan to create and submit our donation and contribution policy at our next general assembly, submit it for approval, classify donations and contributions exceeding a certain amount and disclose them to the public.
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.					X	
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
						Company shares are represented by two separate share groups, Group A and B, each equal and with a nominal value of 1 TL, and Group A shares provide the shareholder with the privilege of voting rights and the privilege of nominating candidates to the Board of Directors. Group A shareholders or their proxies present at all ordinary and extraordinary General Assembly meetings of the Company have 5 (five) voting rights for each share, and Group B shareholders or their proxies have 1 (one) vote right for each share.

1.4.2 - The company does not have shares that carry privileged voting rights.			X			Additionally, in the formation of the Board of Directors, half of the members of the Board of Directors will be elected from among Group A shareholders or the candidates they nominate. If the number corresponding to half of the number of Board of Directors members does not correspond to a whole number, this number will be rounded down to the next lower number and the resulting number of members will be selected among Group A shareholders or the candidates they nominate. The Chairman of the Board of Directors is elected among the members of the Board of Directors nominated by Group A shareholders. Group B shares have no privileges. No change is foreseen in this structure.
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	There is no other company with which the company has cross-ownership providing management control.
1.5. MINORITY RIGHTS						
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			Since the minimum guarantee regarding minority rights is provided within the framework of the Turkish Commercial Code, CMB and other relevant legislation, the use of minority rights is not extended to those who own less than one twentieth of the outstanding shares in the articles of association. Action is taken within the framework of legal regulations on the subject, and there is no plan to expand the scope of minority rights by regulating them in the articles of association.
1.6. DIVIDEND RIGHT						
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	Profits were distributed in 2024.
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.	X					
2.1. CORPORATE WEBSITE						
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					
						Since we are a newly public company, we

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					prepared the documents regarding our first general assembly to be held in 2024 only in Turkish. Our company's Articles of Association, policies and committee working principles are currently only available in Turkish. We are working to prepare all our documents in English in the upcoming period.
2.2. ANNUAL REPORT						
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					
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
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					
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), regulate the participation of employees in management.			X			Although our employees indirectly participate in management through communication tools such as the open-door policy, regular information meetings and surveys held with the participation of all employees, this is not regulated by the articles of association or internal regulations because this communication is project-based from time to time and is constantly revised according to the needs of the company and employees. This practice is planned to continue in the upcoming period.
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 - 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					Decisions that may affect employees are notified to them and their representatives through the Disciplinary Procedure and Code of Ethics Regulation. We do not have a union that our employees are affiliated with.
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					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
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					
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
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					
4.1. ROLE OF THE BOARD OF DIRECTORS						
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					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
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			Since we went public in 2023 and established the board of directors structure in accordance with corporate governance principles at the general assembly held in 2024, we have not subscribed to a Directors and Officers liability insurance yet. However, at this point, our code of ethics helps to guide company employees reduce potential risks. This practice is planned to be re-evaluated in the upcoming periods.
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
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			Although no target rate or target time has been set for female members on the board of directors, there are currently female members on our board of directors and the rate of female members is 17%. Within the scope of our company's 'Diversity and Inclusion' approach, the rate of female employees is monitored. As of 2024, it is seen that the number of female employees is almost twice the number of male employees. This is the most obvious and

						striking indicator of the importance our Company attaches to gender equality. The term of office of the current Board of Directors has been determined as 3 years and the implementation will be re-evaluated when the new board of directors is elected.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
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			Although our company has not determined a period in this context, information and documents that will facilitate the decision-making of the board members are shared with the members via e-mail as soon as they are ready. Efforts have been initiated to send information and documents regarding the items on the agenda to all members before the meeting.
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			Since the board of directors meetings are held in accordance with the Turkish Commercial Code, CMB and other relevant legislation, there is no internal regulation in this regard other than our articles of association . This issue will be re-evaluated by the board of directors in the upcoming period.
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				Executive board members' external commitments are subject to the permission of the Company. Independent board members are not restricted from taking on external commitments, provided that they comply with the provisions of the Turkish Commercial Code, CMB and other relevant legislation. The external commitments of the board members were presented to the shareholders at the general assembly meeting.
4.5. BOARD COMMITTEES						
						Due to the structure of the Board of Directors, independent Board members have to serve in more than one committee. It is evaluated that members serving in more than one committee ensure communication between

4.5.5 - Board members serve in only one of the Board's committees.			X			committees working on interrelated issues. Considering the productive work of the board members with the contribution of their knowledge and experience, it is seen that the current committee structure allows effective work and no changes are planned in the coming period.
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 did not receive external consultancy services.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					
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					
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				Attendance fees granted to the Board of Directors are determined and disclosed at general assemblies. In addition, the total remuneration provided to the board of directors and senior managers is reported in the financial report. Pricing Policy is published on the corporate website. It is not planned to disclose the individual remuneration of executives .