



2022
CORPORATE GOVERNANCE COMPLIANCE REPORT
AND
CORPORATE GOVERNANCE INFORMATION FORM

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A. CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE STATEMENT

Gübre Fabrikaları T.A.Ş. (Gübretaş) carries out its activities in accordance with the principles described in Corporate Governance Communiqué issued by the Capital Market Board. Gübretaş believes that corporate governance practices are among the main principles which enables companies to have sustainable growth. Therefore, starting with its shareholders, Gübretaş carries out its relations with employees, customers and all the other parties with an active management and supervision in accordance with accountability, equality, transparency and responsibility, which are the universal components of corporate governance. The main activities that have to be carried out by Investor Relations Department according to the 11th article of Corporate Governance Communiqué were performed very carefully.

In accordance with the Communiqué, all the principles that are required to be implemented have been complied with. Studies on non-obligatory principles that are not yet complied with are still in progress. In our company, there has not been any conflict of interest resulting from the non-obligatory principles that are not yet complied with.

On the other hand, **in accordance with the decision of the Capital Markets Board (CMB) dated 10.01.2019 and numbered 2/49;**

- the explanations related to the compliance of non-obligatory principles were stated in the **Corporate Governance Compliance Report ("CRF"),**
- the informations about the actual corporate governance practices were stated in the **Corporate Governance Information Form ("CGIF").**

The Company publishes these templates in the Company's Board of Directors Annual Report and the related templates are also made available to the public at the Public Disclosure Platform ("PDP") (<https://www.kap.org.tr/tr/>)

In case there is a significant change during the period in CRF and CGIF, the material disclosure will be made and relevant issues will be included in the interim operating review reports.

B. CORPORATE GOVERNANCE COMPLIANCE REPORT

	COMPANY COMPLIANCE STATUS					EXPLANATION
	YES	PARTIAL	NO	EXEMPTED	NOT APPLICABLE	
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	
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	
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					
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.			X			Article 23 of our Articles of Association stipulates that 'Capital Market Legislation and the relevant provisions of the TCC are the right of participation in the general assembly meeting and voting. In this regard, there is no regulation on the participation of the media or stakeholders being non-shareholders to our general assembly.

	COMPANY COMPLIANCE STATUS					EXPLANATION
	YES	PARTIAL	NO	EXEMPTED	NOT APPLICABLE	
1.4. VOTING RIGHTS						
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	
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			Article 19 of our Articles of Association stipulates the lower limit for the exercise of minority rights as five per cent - one twentieth as envisaged in the TCC. The proposal of the communiqué is that this right should be used to a lesser extent.
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			"The Dividend Distribution Policy" prepared by the Board of Directors was approved by our shareholders at the 2013 Annual General Assembly. However, our dividend distribution policy contains uncertainties regarding the distribution of the dividend to be generated since no dividend yield, minimum profit distribution rate etc. are included.
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X					
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					

	COMPANY COMPLIANCE STATUS					EXPLANATION
	YES	PARTIAL	NO	EXEMPTED	NOT APPLICABLE	
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					
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				Although our company's website has been prepared in Turkish and English, it has been differentiated in content in line with the needs of the domestic customer portfolio.
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					In order to enable stakeholders to notify our Company about unethical transactions, we set up necessary notification mechanisms. In this context, notifications received via e-mail and telephone are evaluated by the Disciplinary Board and the process is progressed and finalized. On the other hand, there is no mechanism by which these complaints can be forwarded to the audit committee or the corporate governance committee.

	COMPANY COMPLIANCE STATUS					EXPLANATION
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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					
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					
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					

	COMPANY COMPLIANCE STATUS					EXPLANATION
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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				The customer satisfaction survey, which is routinely conducted by our company every year, could not be done in 2022. In addition, our activities continue with the understanding of unconditional customer satisfaction.
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				The "Strategic Plan" study of our company covering the years 2022-2026 was submitted to the information of our board of directors after the approval of our senior management.

	COMPANY COMPLIANCE STATUS					EXPLANATION
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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			Although the Chairman of the Board of Directors and the Chief Executive Officer are different persons, there is no separation and definition of duties.
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					
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			In our Company, there is no policy, target ratio as mentioned in the communiqué on the representation of women in the Board of Directors.
4.3.10-At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					

	COMPANY COMPLIANCE STATUS					EXPLANATION
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4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attended the majority of the board meetings in person.	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					
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					
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			There is no regulation in our Company that serves as a member of the Board of Directors to take other duties within and outside the group. Specifically for our independent Board members, the upper limit specified in the "ğ" sub-article of the CMB Corporate Governance Principles article 4.3.6 has been adopted.
4.5. BOARD COMMITTEES						
4.5.5-Board members serve in only one of the Board's committees.			X			Since the number of our board members has decreased to 5 and all committees are composed of independent board members, it can not be possible to implement this article.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.					X	

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4.5.7-If external consultancy services are used, the independence of the provider is stated in the annual report.					X	
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			Performance evaluation of the Board of Directors has not been performed.
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				The rights granted to the top management are disclosed collectively in the footnotes of the Company's consolidated financial statements. No disclosure is made on individual basis.

C. CORPORATE GOVERNANCE INFORMATION FORM

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	Any investor conference has not been organized by the Company and 10 investor meetings have been held during the year.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
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/1013559
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Turkish and English versions were not presented at the same time.
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 during the year.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	There is no transaction under Article 9 of the Corporate Governance Communiqué (II-17.1).
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/1118082
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate Governance / 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/353068
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	None.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	In addition to shareholders, Company employees and Independent Audit Company representatives attended the Ordinary General Assembly Meeting of 2021.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	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	75,95%

1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	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	Investor Relations / Corporate Governance / Policies / Dividend 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	<p>The decision of the Board of Directors dated 28/03/2022 regarding the use of the profit for 2021 is as follows;</p> <p>“Our company has achieved a Consolidated Net Period Profit (Parent Shares) of 523,125,635.00 TL according to the financial statements for the 2021 accounting period. Net Profit for the Period According to Legal Records is 755,928,336,79 TL. In accordance with the Article 30 of our Articles of Association and the Turkish Commercial Code, firstly, the previous year's losses of 362,132,883.58 TL should be deducted from the 755,928,336,79 TL Net Period Profit obtained according to the Legal Records, then 14,343,914.61 TL General Legal Reserve. (1st Order) separation, all remaining 379,451,538.60 TL will be reserved as Extraordinary Reserves; According to the financial statements prepared according to the CMB, 14,343,914.61 TL General Legal Reserves (1st Order) are allocated from 523,125,635.00 TL Net Profit for the Period (Parent Shares) and the remaining 508,781,720.39 TL is allocated to be separated as an Extraordinary Reserve; In this context, it has been decided to submit the attached Profit Distribution Table to the approval of the shareholders at the Ordinary General Assembly Meeting as a recommendation of the Board of Directors. The decision of the Board of Directors on profit distribution has been submitted to the approval of the General Assembly.</p> <p>As a result of the physical and electronic voting, the decision of the Board of Directors regarding the use of the profit for 2021 was unanimously approved.</p>
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/tr/Bildirim/1032414

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
25/05/2022	0	77,4687%	0,0022%	77,4665%	Investor Relations / General Assembly Documents	Investor Relations / General Assembly Documents	-	105	https://www.kap.org.tr/tr/Bildirim/1013559

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 / Information Society Services, Capital Structure, Corporate Governance (Articles of Association, Code of Ethics, Policies), Material Disclosures, Financial Statements and Footnotes, Board of Directors Annual Reports, General Assembly Documents, Frequently Asked Questions
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 / Capital Structure
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	Annual Report / I. At A Glance / İ. Executive Management; Annual Report / VIII. Board of Directors / D. Numbers, Structures And Independencies of The Board Committees
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	Annual Report / VIII. Board of Directors / D. Numbers, Structures And Independencies of The Board 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	Annual Report / VIII. Board of Directors / C. Formation of Board Meetings
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	-
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	Annual Report / IV. Other Developments Regarding Company Activities / F. Other Developments Regarding Company Activities
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	-
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%	-

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	Annual Report / X. Social Responsibility Projects and XII. Human Resources Policy And Code Of Ethics
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	None.
The number of definitive convictions the company was subject to in relation to breach of employee rights	23
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Discipline Committee
The contact detail of the company alert mechanism.	etik.bildirim@gubretas.com.tr / 0216 468 50 55 / Corporate Website Ethics Application Form
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 / Human Resources
Corporate bodies where employees are actually represented	Union
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors attaches importance to all kinds of development and managerial skills of our employees within the scope of our Company's Training and Development Procedure.
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 / Human Resources
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.	Corporate / Human Resources
The number of definitive convictions the company is subject to in relation to health and safety measures	1
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations / Corporate Governance / Codes of Ethics
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.	Investor Relations / Corporate Governance / Corporate Social Responsibility

Any measures combating any kind of corruption including embezzlement and bribery	All kinds of anti-corruption issues, including corruption and bribery, are included in the Ethical Principles and Labor Policy of our Company. Our employees are required to show the necessary diligence. In addition, the Company has made necessary notification mechanisms for complaints that may arise in this context. notifications received via e-mail, telephone and corporate website are evaluated by the Disciplinary Board and the process is progressed and finalized.
4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	-
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Hüseyin Aydın-Chairman of the Board of Directors; Yasin Ayaz-Vice Chairman of the Board of Directors
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	6
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	Annual Report / IV. Other Developments Regarding Company Activities / C. Internal Audit Activities
Name of the Chairman	Hüseyin Aydın
Name of the CEO	Aytaç Onkun
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	There is no PDP announcement because they are 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	0

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
HÜSEYİN AYDIN	Non-executive	Not independent director	22/04/2022	-	Not applicable	Not applicable	Yes
YASİN AYAZ	Non-executive	Not independent director	03/08/2022	-	Not applicable	Not applicable	Yes
AYTAÇ ONKUN	Executive	Not independent director	10/06/2022	-	Not applicable	Not applicable	No
MUSTAFA HAMARAT	Non-executive	Independent director	25/05/2022	-	Considered	No	No
HASAN DURSUN	Non-executive	Independent director	19/08/2022	-	Considered	No	Yes

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	7
Director average attendance rate at board meetings	99%
Whether the board uses an electronic portal to support its work or not	No
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	It is presented to the members of the Board 7-14 days ago.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Corporate Governance / Articles of Association / Gübre Fabrikaları T.A.Ş. Articles of Association / III. Board of Directors
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Although there is no established policy and no limit, the upper limit of Article 4.3.6 (sub-article "ğ") of the CMB Corporate Governance Principles has been adopted in the scope of the independent members of the Board of Directors.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented.	Annual Report / VIII. Board of Directors / D. Numbers, Structures And Independencies of The Board Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/698446

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
Audit Committee	-	HASAN DURSUN	Yes	Board member
Audit Committee	-	MUSTAFA HAMARAT	No	Board member
Corporate Governance Committee	-	HASAN DURSUN	Yes	Board member
Corporate Governance Committee	-	MUSTAFA HAMARAT	No	Board member
Corporate Governance Committee	-	KADİR BUDAK	No	Not board member
Committee of Early Detection of Risk	-	MUSTAFA HAMARAT	Yes	Board member
Committee of Early Detection of Risk	-	HASAN DURSUN	No	Board member
Committee of Early Detection of Risk	-	MEHMET HALİL ÖZSÜER	No	Not board member

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)	Annual Report / VIII. Board of Directors / D. Numbers, Structures And Independencies Of The Committees Constituted By The Board Of Directors / The 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)	Annual Report / VIII. Board of Directors / D. Numbers, Structures And Independencies Of The Committees Constituted By The Board Of Directors / The 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)	The duties of The Nomination Committee is carried 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)	Annual Report / VIII. Board of Directors / D. Numbers, Structures And Independencies Of The Committees Constituted By The Board Of Directors / The 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)	The duties of The Remuneration Committee is carried 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)	Annual Report / II. Turkey and Global Fertilizer Market In 2022; Annual Report / VI. Financial Structure And Equity Performance
Specify the section of website where remuneration policy for executive and non-executive directors are presented	Investor Relations / Corporate Governance / Policies / 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)	Annual Report / VIII. Board of Directors/E. Remuneration of The Board Of Directors

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
Audit Committee	-	100%	100%	6	6
Corporate Governance Committee	-	67%	67%	2	2
Committee of Early Detection of Risk	-	67%	67%	6	6