



## KAMUYU AYDINLATMA PLATFORMU

# DESA DERİ SANAYİ VE TİCARET A.Ş. Corporate Governance Information Form 2025 - Annual Notification

### Summary

Corporate Governance Information Form



**MERKEZİ KAYIT  
İSTANBUL**

Türkiye Sermaye Piyasası - Merkezi  
Saklama ve Veli Depolama Kuruluşu

# 1. SHAREHOLDERS

Related Companies □

Related Funds □

1. SHAREHOLDERS	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc. ) organised by the company during the year	15
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	No request for a special auditor was made.
The number of special audit requests that were accepted at the General Shareholders' Meeting	No request for a special auditor was made at the General Assembly.
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/1402748">https://www.kap.org.tr/tr/Bildirim/1402748</a> - <a href="https://www.kap.org.tr/tr/Bildirim/1417656">https://www.kap.org.tr/tr/Bildirim/1417656</a> - <a href="https://www.kap.org.tr/tr/Bildirim/1429692">https://www.kap.org.tr/tr/Bildirim/1429692</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Not presented.
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	No announcement was made as there were no transactions within the scope of the relevant article.
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)	No announcement was made as there were no transactions within the scope of the relevant

<p>Identified stakeholder groups that participated in the General Shareholders' Meeting, if any</p>	<p>A total of 40,950,538,223 shares with a total value of TRY 409,505,382.23 were represented at the meeting; consisting of 30,708,139,748 shares with a nominal value of TRY 307,081,397.48 represented by proxy, and 10,242,398,475 shares with a nominal value of TRY 102,423,984.75 represented in person. However, there are no restrictions regarding the participation of stakeholders in the General Assembly.</p>
<p><b>1.4. Voting Rights</b></p>	
<p>Whether the shares of the company have differential voting rights</p> <p>In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.</p>	<p>Evet (Yes)</p> <p>Company shareholder Mr . Melih Çelet holds 4,899,999,999 Group A shares, and Çelet Holding A.Ş. holds 4,899,999,999 Group A privileged shares . Pursuant to Article 20 of the Articles of Association , Group A shareholders hold voting privileges. In General Assembly meetings, Group A registered shares are entitled to 15 votes, whereas Group B bearer shares are entitled to 1 vote.</p>
<p>The percentage of ownership of the largest shareholder</p>	<p>% 62,67</p>
<p><b>1.5. Minority Rights</b></p>	
<p>Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association</p>	<p>Hayır (No)</p>

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 General Assembly dated April 4, 2025, to distribute a total of TRY 100 million net as dividends to shareholders from the TRY 327,726,027 net distributable period profit in the TFRS-compliant financial statements of 2024. The distribution is to be made in three installments: TRY 30 million net on September 25, 2025, TRY 35 million net on October 30, 2025, and TRY 35 million net on November 27, 2025.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	A decision for a profit distribution of TRY 100 million was taken.

### 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 par
04/04/2025	0	% 83,57	% 20,9	% 62,67	Yatırımcı ilişkileri / Genel Kurul Bilgileri / Toplantı Tutanaqları	No questions were directed during the General Assembly meeting.	www

## 2. DISCLOSURE AND TRANSPARENCY

<b>2. DISCLOSURE AND TRANSPARENCY</b>	
<b>2.1. Corporate Website</b>	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Our Company Corporate Website / Investor Relations Section
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 Section / Corporate Governance / Shareholding Structure
List of languages for which the website is available	Turkish
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
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	Corporate Governance / Structure and Composition of the Board of Directors
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	Corporate Governance / Number, Structure and Independence of Committees Established within the Board of Directors
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	Corporate Governance / Operating Principles of the Board of Directors
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	Annual Report / Legal Disclosures
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 / Legal Disclosures
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	Annual Report / Legal Disclosures

<p>taken by the corporation in order to avoid from these conflicts of interest</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>Although there are no reciprocal shareholdings where the direct capital participation exceeds 5% , existing partnership information can be accessed in the Annual Report / Subsidiaries and Affiliates section.</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>Annual Report / Sustainability Compliance Report</p>

## 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
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	None.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Audit Officer Tuncay Erol
The contact detail of the company alert mechanism	General Management / Internal Audit Officer
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	None.
Corporate bodies where employees are actually represented	Joint Working Board, Suggestion Evaluation Board, Disciplinary Board , and Occupational Health and Safety Board.
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	There is no succession plan for key executive positions.
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.	desa.com.tr / Politikalarımız / İnsan Kaynakları Politikası
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.	Investor Relations / Corporate Governance / Other Policies / Ethical Conduct Policy - desa.com.tr / Politikalarımız / DESA Etik Politikası
The number of definitive convictions the company is subject to in relation to health and safety measures	None.

### 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 / Other Policies / Ethical Conduct 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.	desa.com.tr / Politikalarımız / Sürdürülebilirlik Politikası / Çevre Politikası
Any measures combating any kind of corruption including embezzlement and bribery	Measures regarding the fight against all forms of corruption are taken by our audit department.

## 4. BOARD OF DIRECTORS-I

<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
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	Melih Çelet - Chairman of the Board of Directors / Burak Çelet - Vice Chairman of the Board of Directors and General Manager.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	The Internal Control Unit prepares various reports regarding daily audited matters.
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 - Audit Committee
Name of the Chairman	MELİH ÇELET
Name of the CEO	BURAK ÇELET
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The Chairman of the Board of Directors and the General Manager are different individuals.
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	None.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None.
The number and ratio of female directors within the Board of Directors	There is 1 (one) female member on the Board of Directors, which consists of 5 (five) members, representing a ratio of 20%.

### 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
MELİH ÇELEK	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	-	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
BURAK ÇELEK	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	-	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
BURÇAK ÇELEK	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	-	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
MEHMET KAAN KOZ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	05/01/2024	<a href="https://www.kap.org.tr/Bildirim/1266025">https://www.kap.org.tr/Bildirim/1266025</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
ADNAN EK	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	04/12/2025	<a href="https://www.kap.org.tr/Bildirim/1523340">https://www.kap.org.tr/Bildirim/1523340</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	47
Director average attendance rate at board meetings	% 96
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	It is submitted 1-15 days in advance, depending on the meeting agenda.
The name of the section on the corporate website that demonstrates information about the board charter	Yatırımcı İlişkileri / Ana Sözleşme
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There are no restrictions on Board members taking on other duties or tasks outside the Company.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors / Committees
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/284245">https://www.kap.org.tr/tr/Bildirim/284245</a> - <a href="https://www.kap.org.tr/tr/Bildirim/478593">https://www.kap.org.tr/tr/Bildirim/478593</a> - <a href="https://www.kap.org.tr/tr/Bildirim/1001911">https://www.kap.org.tr/tr/Bildirim/1001911</a>

### 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)		MEHMET KAN KOZ	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	BURÇAK ÇELET	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	BURAK SEPİL	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)	MEHMET KAAAN KOZ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	ADNAN EK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	BURÇAK ÇELET	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	MEHMET KAAAN KOZ	Hayır (No)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Board Committees-II</b>	
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)	Board of Directors / 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 )	Board of Directors / 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)	Board of Directors / 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 )	Board of Directors / 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)	Board of Directors / Committees
<b>4.6. Financial Rights</b>	
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)	Strategic Goals of the Company
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance / Other 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)	Financial Rights / Corporate Governance Compliance Report

### 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)	% 100	% 33	4	4
Denetim Komitesi (Audit Committee)	% 100	% 100	9	9
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 100	% 50	6	6