



KAMUYU AYDINLATMA PLATFORMU

DESA DERİ SANAYİ VE TİCARET A.Ş. Corporate Governance Compliance Report 2025 - Annual Notification

Summary

Corporate Governance Compliance Report



**MERKEZİ KAYIT
İSTANBUL**

Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veli Depolama Kuruluşu

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					
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					
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			Company share . Melih Çelet hold 4,899,999,999 Gr shares, and Çele A.Ş. holds 4,899, Group A privileged . Pursuant to Art the Articles of As , Group A shareh hold voting privi General Assemb meetings. Group

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						
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					Our Articles of Association do not contain any provisions complicating the transfer of shares. The rights of holders of public Group B shares, and there provisions restricting share transfer. Bearer shares are transferred and in accordance with Turkish Commercial Code and other legislative provisions. Regarding non-p Group A shares held by the controlling shareholder, other A shareholders possess pre-emptive rights proportion to their existing shares in the company, pursuant to Article 9 of the Articles of Association.
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					Since there is no requirement to publish information in other languages due to the Company's current shareholding structure, the aforementioned information and documents are prepared solely in Turkish.
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							

						fastest communication channels rather than through surveys.
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			Work will be completed regarding succession planning.
3.3.2 - Recruitment criteria are documented.			X			Recruitment criteria regarding person employment have been determined in writing. However, necessary job descriptions for status have been
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				Employees are informed about matters concerning them; however, the opinion of the trade union has been sought on relevant matters.
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				The human resources policy established by the Company is executed by the Company management, and a written human resources policy exists. When job descriptions have been defined, work on performance criteria is ongoing.
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						

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			Work regarding this matter is ongoing.
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 the Company does not have a policy on this matter, this is a non-market principle, its non-application has not resulted in any conflict of interest during the year.
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 there is no written rule, in providing information and documents relevant to the Board of Directors meeting agenda items are submitted for review of the Board members sufficient in advance of the meeting to ensure an equitable distribution of information.
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					The procedures for conducting Board of Directors meetings are specified in the Association's Charter.
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					The Board of Directors concludes its meetings by including dissenting opinions, if any, in the board resolutions.
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				The taking of outside commitments by Board members is restricted, due to their significant contributions to the Company and their professional experience and skills. Shareholders are informed of the knowledge to the Company of the external commitments of Directors. Duties are assumed by Board members outside the Company's business.

4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	No committee re consultancy serv 2025.
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			There is no perfor evaluation syste Board of Directo
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				In parallel with g practices, the remuneration pr to Board membe executives with administrative responsibilities i disclosed on an aggregate basis annual activity r