

Corporate Governance Information Form

Corporate Governance Information Form (CGIF)

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

In total, 31 investor presentations were made and 12 teleconferences were held in 2018.

1.2. Right to Obtain and Examine Information

The number of special audit request(s)

None.

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/670152>

Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time

They are not provided 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

No transactions falling under the scope of Principle 1.3.9 took place.

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)

Our Company did not engage in any transactions in the context of Article 9 of the Communiqué on Corporate Governance (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)

Our Company did not engage in any transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1).

The name of the section on the corporate website that demonstrates the donation policy of the company

We do not have a dedicated policy for charitable donations and grants. Such activities are carried out within the scope of internal guidelines.

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved

None.

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting

Articles 23 and 24 stipulate the attendance of our shareholders in the General Shareholders' Meetings.

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any

In the Company's General Shareholders' Meeting for 2017, shares corresponding to TL 365,042,705.887 were represented in proxy and TL 34,769,643 were represented by the depositor out of the Company's total capital which consists of Group A shares with a nominal value of TL 1,000,000 and Group B shares with a nominal value of 398,812,348.887.

In addition, the majority of the Company's Board of Directors and Senior Management, part of our employees, and the Company's Independent Auditor were present in the meeting. For the List of Attendants at the General Shareholders' Meeting:

<https://www.anadoluhayat.com.tr/Documents/PDF%20Files/Yat%C4%B1r%C4%B1mc%C4%B1%20%C4%B0li%C5%9Fkileri/Genel%20Kurul/2017/HazirBulunanlarListesi.pdf>.

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 63.89%

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 Home Page / Investor Relations / Corporate Governance (<https://www.anadoluhayat.com.tr/yatirimci-iliskileri/kurumsal-yonetim/kar-dagitim-politikasi>)

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. Dividends are distributed regularly for each operating year in accordance with our Dividend Payment Policy.

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 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 received by the board of directors	The link to the related PDP general shareholder meeting notification
26/03/2018	0	93%		93%	Home Page / Investor Relations / General Assembly	During the General Assembly Meeting, none of our shareholders exercised their right to pose questions.	None	0	https://www.kap.org.tr/tr/Bildirim/675067

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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.	Home Page / Investor Relations
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.	Home Page / Investor Relations / Corporate Information / Shareholding 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	Corporate Governance / Outside Positions Held by the Board Directors and Executives / Declarations of Independence by Independent Members of the Board of Directors
b) 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	Risk Management / Active Committees and an Assessment by 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 / Additional Information About Corporate Governance
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	Corporate Governance / Changes in the Legislation during the Fiscal Year
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	Corporate Governance / Other Material Disclosures Concerning the Reporting Period
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	Our Company does not receive investment consulting or rating services. The services procured from portfolio management companies within the scope of our field of activity are governed by strict rules contained in the applicable legislation. (Corporate Governance / Additional Information about Corporate Governance / Keeping Stakeholders Informed)
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%	No shareholder is involved in a cross-shareholding relationship with the Company. Presentation / Anadolu Hayat Emeklilik by Numbers / Capital and Shareholder Structure
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	Corporate Governance / Policies about Corporate Governance / Human Resources Policy and Practices, Activities in 2018 / An Overview of Anadolu Hayat Emeklilik's Position in the Industry and its Activities in 2018 / Communication

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	Home Page / Human Resources / HR Practices / Remuneration Policy, Home Page / Investor Relations / Corporate Governance / Additional Information About Corporate Governance
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)	Our corporate governance structure provides the means to all stakeholders including employees and their representative bodies to communicate their concerns about any illegal or unethical practices to the Corporate Governance Committee and the Audit Committee, and safeguards their right to do so.
The contact detail of the company alert mechanism	yatirimciiliskileri@anadoluhayat.com.tr, investorrelations@anadoluhayat.com.tr

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 Governance / Additional Information About Corporate Governance / Stakeholders
Corporate bodies where employees are actually represented	Employees are not represented on any management body. However, internal practices are in place that encourage employee participation in management.

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	Succession planning is made to identify the new managers to be appointed in cases where it is predicted that changes in a managerial position will cause hitches in the management of the Company. These plans basically identify employees who will be appointed to vacant key managerial positions, in the event such positions are vacated for various reasons, and ensure that such employees are trained and equipped so as to be able to satisfy the requirements of relevant positions. The Board of Directors has the authority and responsibility for identifying the administrators who will be appointed to key managerial 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.	When hiring, it is a principle that individuals are to be given equal opportunity under identical conditions. Hiring criteria are set forth in writing for each job position and are strictly complied with in practice. Home Page / Human Resources / Human Resources Policy /HR Practices
Whether the company provides an employee stock ownership programme	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.	Home Page / Human Resources / Human Resources Policy / HR Practices
The number of definitive convictions the company is subject to in relation to health and safety measures	None.

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3.5. Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics	Home Page / Investor Relations /Corporate Governance
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.	In our corporate website information about any measures taken on environmental, social and corporate governance issues are given under "Social Responsibility" title (Home Page /About Us / Social Responsibility) and "Sustainability" title (Home Page /About Us / Sustainability).
Any measures combating any kind of corruption including embezzlement and bribery	Specified in our webpage (Home Page / About Us / Sustainability / Our Policies / Other Policies)

4. BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors

Date of the last board evaluation conducted	Our annual business programs that also incorporate our strategic goals are approved by the Board of Directors and performance results are regularly monitored on a monthly basis. Other than that, the Board of Directors does not carry out self-evaluation of its own performance.
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	The new Board of Directors elected at the Company's Ordinary General Shareholders' Meeting convened on 26 March 2018, the members have determined the distribution of tasks among themselves. Accordingly, it was unanimously voted to elect Mr. Mahmut Magemizoğlu as the Chairman and Mr. Hasan Koçhan as the Vice Chairman. In addition, M. Rafet Akgünay assumed the position of the Head of Audit Committee whereas Ahmet D. Erelçin became the member of that committee; Şebnem Ergün became the Head of the Corporate Governance Committee and Kemal Emre Sayar and N. Cem Özcan members of that committee; Erda Gerçek became Head of the Early Detection of Risk Committee and Kemal Emre Sayar members of that committee.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	41
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	Corporate Governance / An Assessment of Independent Audit, Internal Control System and Internal Audit Activities by the Board of Directors
Name of the Chairman	Mahmut Magemizoğlu
Name of the CEO	M. Uğur Erkan
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Chairman and CEO are not the same people.

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

Specified in the "Additional Information About Corporate Governance" section in the Annual Report. <https://www.kap.org.tr/tr/Bildirim/662885>

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

1 director, the rate is 9%.

Board Members

Name-Surname	Whether Executive Director or Not	Independent Board Member 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
Mahmut Magemizoğlu	Non-Executive	Dependent Member	19.06.2009	-			Yes
Hasan Koçhan	Non-Executive	Dependent Member	28.04.2017	-			Yes
Mehmet Uğur Erkan	Executive	Dependent Member	25.07.2014	-			Yes
Merih Rafet Akgünay	Non-Executive	Independent Member	24.03.2014	Specified in the Annual Report	Considered	No	Yes
Erda Gerçek	Non-Executive	Independent Member	24.03.2014	Specified in the Annual Report	Considered	No	Yes
Ahmet Derviş Erelçin	Non-Executive	Independent Member	26.03.2018	Specified in the Annual Report	Considered	No	Yes
Şebnem Ergün	Non-Executive	Independent Member	26.03.2018	Specified in the Annual Report	Considered	No	No
Hüseyin Emre Yılmaz	Non-Executive	Dependent Member	12.06.2017	-			Yes
Kemal Emre Sayar	Non-Executive	Dependent Member	27.11.2015	-			Yes
Serdar Yılmaz	Non-Executive	Dependent Member	26.03.2015	-			Yes
Mehmet Celayir	Non-Executive	Dependent Member	26.03.2018	-			Yes

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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)	11
Director average attendance rate at board meetings	93%
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	In 3-7 days
The name of the section on the corporate website that demonstrates information about the board charter	Home Page / Investor Relations / Corporate Information / Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Although there are no set rules on non-independent Directors' undertaking other duties outside the Company, the Directors do not have any other duties apart from their natural duties in the entities they represent and from those in the establishments owned by the entities they represent. Yet, Board Directors devote sufficient amount of time for Company affairs, and exercise their powers prudently and within the frame of good faith, possessing all necessary knowledge to ensure full performance of the duty.

4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented	Risk Management / Active Committees and an Assessment by the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/367089

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		M. Rafet Akgünay	Yes	Board member
Audit Committee		Ahmet D. Ereçin	No	Board member
Corporate Governance Committee		Şebnem Ergün	Yes	Board member
Corporate Governance Committee		Kemal Emre Sayar	No	Board member
Corporate Governance Committee		N. Cem Özcan	No	Not board member
Committee of Early Detection of Risk		Erda Gerçek	Yes	Board member
Committee of Early Detection of Risk		Kemal Emre Sayar	No	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 / Risk Management / Active Committees and an Assessment by the Board of Directors
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 / Risk Management / Active Committees and an Assessment by the Board of Directors

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)	Annual Report / Risk Management / Active Committees and an Assessment by the Board of Directors
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 / Risk Management / Active Committees and an Assessment by the Board of Directors
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)	Annual Report / Risk Management / Active Committees and an Assessment by the Board of Directors

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 / Financial Position
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Home Page / Investor Relations / Corporate Governance / 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)	Corporate Governance / Other Material Disclosures Concerning the Reporting Period / Rights Provided to Board Directors and Senior Executives

Composition of Board Committees-II

<i>Names Of The Board Committees</i>	<i>Name of committees defined as "Other" in the first column</i>	<i>The Percentage Of Non-executive Directors</i>	<i>The Percentage Of Independent Directors In The Committee</i>	<i>The Number Of Meetings Held In Person</i>	<i>The Number Of Reports On Its Activities Submitted To The Board</i>
Audit Committee		100%	100%	5	5
Corporate Governance Committee		67%	33%	7	7
Committee of Early Detection of Risk		100%	50%	4	6