



KAMUYU AYDINLATMA PLATFORMU

FORD OTOMOTİV SANAYİ 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					
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 is no such a process 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				Donations and aids were included with a separate article in the agenda of the General Assembly . The total amount of donations made to foundations and associations in 2024, based on nominal values, is 456,933,828 TL (the total amount calculated according to the purchasing power as of December 31, 2024, is 473,673,942 TL). Of this 456,933,828 TL nominal amount, 300,760,095 TL was donated to the Vehbi Koç Foundation, 72,657,467 TL to Koç University, 44,675,311 TL to the Kocaeli Metropolitan Municipality, and 11,433,754 TL to the Sustainable Development for Innovative Solutions Association. The remaining 27,407,201 TL consists of various smaller donations, each below 3,665,082 TL, made to other institutions and organizations, which are not considered material information for investors. Furthermore, the upper limit for donations to be made in 2025 will be determined by the General Assembly.
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					
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	Ford Otomotiv San. A.Ş does not have any financial asset (shareholding) relationship which brings domination.
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			Minority rights are not granted to those who have less than 1/20th of the share capital by the Articles of Association. Rights are provided within the framework of the general regulations in the legislation. There was no demand from the investors regarding this issue.

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		Dividends are distributed.
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				Transfer of unlisted shares and some regulations about the usufruct rights' of shares are regulated in the Company's articles of association (rule number 8) which is also accessible from the corporate website. There are no provisions that complicate or restrict the transfer of Group A shares traded on the stock exchange.
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					The shareholding structure is described on the Company's corporate website. There is no real person who has more than 5% of the share.
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					
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					
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					Information regarding the succession plan can be accessed in the Career Management section .
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					
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					The faults of the board members during their duties and the damage they may cause to the company are secured by separate umbrella Managerial Liability insurances commissioned by Koç Holding and Ford Motor Company. Given the company's substantial capital, the current insurance coverage is considered adequate in relation to foreseeable risks. Insurance limits are reviewed on a regular basis, and the umbrella insurance amount may be increased as necessary in subsequent 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					Our current rate of female members in YK is 25%. We only consider knowledge and experience during the nomination process for board members. We prioritize having a diverse range of members with different experiences and talents on the board. We aim for a minimum of 25% female members on the Ford Otosan Board of Directors. https://www.fordotosan.com.tr/documents/Politikalar/yonetim-kurulu-cesitlilik-politikasi_exec_tr.pdf
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					All members of the board of directors participated in the strategic meetings, and the majority of board members attended most of the meetings either physically or electronically .
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					The agenda of the Board of Directors meetings may be determined by the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, or the executive members of the Board of Directors. In periodic meetings, the Agenda and related information note are communicated to all Board of Directors members one week prior to the Board of Directors 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	There is an opportunity to provide feedback; however, no such notification has been made by our board members who were unable to attend the meeting.
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					In our company, how board of directors meetings should be conducted are specified in the internal regulations called "Board of Directors Working Principles".
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				Although there is no upper limit on the outside responsibilities of board members, it is expected that they allocate sufficient time for company affairs, attend Ford Otosan board meetings regularly, ask questions and make suggestions at such meetings, and issue a dissenting opinion if they believe that the decisions taken are not in the best interests of Ford Otosan. Our annual report includes the resumes of our board members.
4.5. BOARD COMMITTEES						
4.5.5 - Board members serve in only one of the Board's committees.			X			The assignments of the committees are made by taking into consideration the knowledge and experience of our Board members under the rules of the relevant regulations. Some of our Board members are assigned to more than one committee. Members who are involved in more than one committee ensure communication and increase cooperation opportunities. The annual report includes information on which committees our Board members are involved in.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	X					According to the working principles of committees, it is possible for committees to benefit from independent expert opinions on the issues they deem necessary for their activities. However, there was no such need expressed by committee members last year.
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 any 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			The payments made to the members of the Board of Directors and senior executives are publicly disclosed in the footnotes of financial statements and General Assembly meeting in parallel with the general practices. Market practices regarding this matter, which is deemed important for the confidentiality of personal information, are closely monitored, and it is intended to align with prevailing industry norms.