



KAMUYU AYDINLATMA PLATFORMU

**BRİSA BRİDGESTONE SABANCI LASTİK SANAYİ VE
TİCARET A.Ş.
Corporate Governance Information Form
2024 - Annual Notification**

Summary

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

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	31
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	Special auditor was not requested.
The number of special audit requests that were accepted at the General Shareholders' Meeting	Special auditor was not requested.
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/en/Bildirim/1260065
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes
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 was no such transaction.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There was no such transaction.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/en/Bildirim/1260044
The name of the section on the corporate website that demonstrates the donation policy of the company	About Us/Ethical Principles and Policies
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/424828
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Articles of Association Provisions: 17-23
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Shareholders and representatives, the Members of the Board of Directors, the Company Auditor, the General Secretary and personnels involved in General Assembly preparations attended the meeting.
1.4. Voting Rights	

Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	None
The percentage of ownership of the largest shareholder	% 43,63
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	Not enlarged.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations/ Corporate Governance/ Policies
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.	Irrelevant (in 2024, the BoD proposed dividend distribution to the General Assembly).
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	Irrelevant (in 2024, the BoD proposed dividend distribution to the General Assembly).

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
19/04/2024	0	% 89,55	% 0,25	% 89,3	Investor Relations/Corporate Governance/General Assembly	Investor Relations/Corporate Governance/General Assembly	-	0	https://www.kap.org.tr/en/Bildirim/1275428

2. DISCLOSURE AND TRANSPARENCY

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.	About Us and Investor Relations sections
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/ Corporate/Shareholder Structure
List of languages for which the website is available	Turkish & 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	"Board of Directors" & "Executive Board" & Corporate Governance and Sustainability Principles Compliance Report "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 and Sustainability Principles Compliance Report "The Number, Structure, and Independence of the Committees Formed 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 and Sustainability Principles Compliance Report "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	There has not been any amendment in the legislation, which may significantly affect the activities of the corporation. Annual

<p>amendments in the legislation which may significantly affect the activities of the corporation</p>	<p>Report of the Board of Directors for the Period 1 January - 31 December 2024 "Important Developments in the Reporting Period"</p>
<p>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</p>	<p>There has not been any significant lawsuit filed against the corporation and the possible results thereof. Annual Report of the Board of Directors for the Period 1 January - 31 December 2024 " Important Developments in the Reporting Period"</p>
<p>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</p>	<p>There has not been any conflict of interest. Annual Report of the Board of Directors for the Period 1 January - 31 December 2024 " Important Developments in the Reporting Period"</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>There are no cross ownership subsidiaries. Corporate Governance and Sustainability Principles Compliance Report "Voting Rights and Minority Rights"</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>"Human Resources" & " Corporate Social Responsibility" & Annual Report of the Board of Directors for the Period 1 January - 31 December 2024 "General Information"</p>

3. STAKEHOLDERS

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	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	There has not been any lawsuit filed against the Company in relation to breach of employee rights and there has not been any definite conviction.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Board
The contact detail of the company alert mechanism	brisa@etikhat.com
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 bodies where employees are actually represented	There are no corporate bodies where employees are actually represented, while Petroleum Chemical and Rubber Industry Workers' Union of Türkiye (Lastik-İş) represents the employees.
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 Corporate Governance Committee oversees the backup efforts for key management 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.	About Us/Ethical Principles and Policies: " Human Rights Policy" & "Brisa Code Of Business Ethics"
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.	About Us/Ethical Principles and Policies: " Human Rights Policy" & "Brisa Code Of Business Ethics"
The number of definitive convictions the company is subject to in relation to health and safety measures	8
3.5. Ethical Rules and Social Responsibility	

<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>About Us/Ethical Principles and Policies: "Brisa Code Of Business Ethics"</p>
<p>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.</p>	<p>https://www.brisa.com.tr/en/sustainability/ & https://www.brisa.com.tr/en/investor-relations/corporate-governance/corporate-governance-compliance-report/</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>About Us/Ethical Principles and Policies: "Brisa Anti Bribery and Anti Corruption Policy"</p>

4. BOARD OF DIRECTORS-I

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	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	-
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	"Internal Audit"
Name of the Chairman	Ahmed Cevdet Alemdar
Name of the CEO	Haluk Kürkçü
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Irrelevant because CEO and Chair functions are not combined.
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	https://www.kap.org.tr/en/Bildirim/1352197
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	3 - %27

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
		Bağımsız üye değil (Not)			-		Evet (Yes)

Ahmed Cevdet Alemdar	İcrada görevli (Executive)	independent director)	15/05/2017		İlgisiz (Not applicable)	İlgisiz (Not applicable)	
Tomio Fukuzumi	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	21/12/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mustafa Bayraktar	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	19/04/2004	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Haluk Dinçer	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	24/01/2020	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mete Ekin	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	03/07/2017	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Jerome Freddy Pierre Boulet	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/01/2024	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Arianna Antonella	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	22/08/2024	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Haluk Kürkcü	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	07/09/2020	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Sakine Şebnem Önder	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	20/09/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Ahmet Erdem	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	01/04/2023	https://www.kap.org.tr/en/Bildirim/1249591 & https://www.kap.org.tr/en/Bildirim/1255084	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
				https://www.kap.org.tr/			

Fatma Dilek Yardım	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	19/04/2024	en/Bildirim/1249591 & https://www.kap.org.tr/en/Bildirim/1255084	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
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4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	4
Director average attendance rate at board meetings	% 100
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	7 days
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations/ Corporate Governance/ Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no policy to restrict BoD Members to hold external duties.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance and Sustainability Principles Compliance Report "The Number, Structure, and Independence of the Committees Established within the Board of Directors"
Link(s) to the PDP announcement(s) with the board committee charters	-

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
Denetim Komitesi (Audit Committee)		Fatma Dilek Yardım	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Ahmet Erdem	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Ahmet Erdem	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Haluk Dinçer	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Tomio Fukuzumi	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Elif Küçükçobanoğlu	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Ahmet Erdem	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Tomio Fukuzumi	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Sakine Şebnem Önder	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

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/Corporate Governance and Sustainability Principles Compliance Report/The Number, Structure, and Independence of the Committees Established within the Board of Directors/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/Corporate Governance and Sustainability Principles Compliance Report/The Number, Structure, and Independence of the Committees Established within the Board of Directors/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)	Annual Report/Corporate Governance and Sustainability Principles Compliance Report/The Number, Structure, and Independence of the Committees Established within the Board of Directors/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/Corporate Governance and Sustainability Principles Compliance Report/The Number, Structure, and Independence of the Committees Established within the Board of Directors/Early Identification 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)	Annual Report/Corporate Governance and Sustainability Principles Compliance Report/The Number, Structure, and Independence of the Committees Established within the Board of Directors/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)	-
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	About Us/Ethical Principles and 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)	"Financial Rights Granted to Members of the Governing Body and Senior Managers"

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
Denetim Komitesi (Audit Committee)		% 100	% 100	4	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 25	4	6
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 67	% 33	4	6