

Gizli | Confidential

ATAKEY PATATES GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ

BOARD OF DIRECTORS

Annual Report for the period

January 1, 2023–December 31, 2023

CONVENIENCE TRANSLATION INTO ENGLISH
(Originally issued in Turkish)





**Building a better
working world**

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(Convenience translation of a report originally issued in Turkish)

INDEPENDENT AUDITOR'S REPORT ON THE ANNUAL REPORT OF THE BOARD OF DIRECTORS

To the General Assembly of Atakey Patates Gıda Sanayi ve Ticaret A.Ş

1) Opinion

We have audited the annual report of Atakey Patates Gıda Sanayi ve Ticaret A.Ş ("the Company") for the period of 1/1/2023-31/12/2023.

In our opinion, the financial information provided in the annual report of the Board of Directors and the discussions made by the Board of Directors on the situation of the Company are presented fairly and consistent, in all material respects, with the audited full set financial statements and the information we obtained during the audit.

2) Basis for Opinion

We conducted our audit in accordance with standards on auditing as issued by the Capital Markets Board of Turkey and Independent Auditing Standards ("InAS") which are part of the Turkish Auditing Standards as issued by the Public Oversight Accounting and Auditing Standards Authority of Turkey ("POA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics for Independent Auditors ("Code of Ethics") as issued by the POA, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3) Our Auditor's Opinion on the Full Set Financial Statements

We have expressed an unqualified opinion in our auditor's report dated March 18, 2024 on the full set financial statements of the Company for the period of 1/1/2023-31/12/2023.

4) The Responsibility of the Board of Directors on the Annual Report

In accordance with Articles 514 and 516 of the Turkish Commercial Code 6102 ("TCC the management of the Company is responsible for the following items:

- a) Preparation of the annual report within the first three months following the balance sheet date and submission of the annual report to the general assembly.
- b) Preparation and fair presentation of the annual report; reflecting the operations of the Company for the year, along with its financial position in a correct, complete, straightforward, true and honest manner. In this report, the financial position is assessed according to the financial statements. The development of the Company and the potential risks to be encountered are also noted in the report. The evaluation of the board of directors is also included in this report.
- c) The annual report also includes the matters below:
 - Subsequent events occurred after the end of the fiscal year which have significance,
 - The research and development activities of the Company,
 - Financial benefits such as salaries and bonuses paid to the board members and to those charged governance, allowances, travel, accommodation and representation expenses, financial aids and aids in kind, insurances and similar deposits.

When preparing the annual report, the board of directors takes into account the secondary legislative arrangements published by the Ministry of Trade and related institutions.



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5) Auditor's Responsibilities for the Audit of the Annual Report

Our aim is to express an opinion, based on the independent audit we have performed on the annual report in accordance with provisions of the Turkish Commercial Code on whether the financial information provided in this annual report and the discussions of the Board of Directors are presented fairly and consistent with the Company's audited financial statements and to prepare a report including our opinion.

The independent audit we have performed is conducted in accordance with InAS. These standards require compliance with ethical provisions and the independent audit to be planned and performed to obtain reasonable assurance on whether the financial information provided in the annual report and the discussions of the Board of Directors are free from material misstatement and consistent with the financial statements.

The name of the engagement partner who supervised and concluded this audit is Zeynep Okuyan Özdemir.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi
A member firm of Ernst & Young Global Limited

Zeynep Okuyan Özdemir, SMMM
Partner

March 18, 2024
İstanbul, Türkiye



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1- GENERAL INFORMATION

a) **Report Accounting Period:** January 1, 2023–December 31, 2023

Report Date: March 18, 2024

b) **Company Name:** ATAKEY PATATES GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ

Trade Registry No.: 834873

Headquarters Address: Emirhan Cad. No.: 109 Kat: 11 Balmumcu/Beşiktaş/Istanbul

Contact Information: Phone No.: +90 (212) 310 66 00, Fax No.: +90 (212) 236 56 45

Web Address: www.atakey.com.tr/en/

Email Address: yatirimciiliskileri@atakey.com.tr

c) **Organizational Structure:**

Company Capital: 138,768,000 Turkish lira

Shareholding Structure: The company shareholding structure is as follows as of December 31, 2023:

	<u>December 31, 2023</u>		<u>December 31, 2022</u>	
	Share (%)	TRY	Share (%)	TRY
TFI TAB Gıda Yatırımları A.Ş.	79.7	110,544,000	100	117,600,000
Publicly Traded	20.3	28,224,000	-	-
Nominal capital	100	138,768,000	100	117,600,000

d) **Preferred Share Amount (if applicable):**

The Group A shares with a nominal value worth 20 million Turkish lira, corresponding to 14.4 percent of company capital, are registered and privileged.

The Group A preferred shares grants the privilege of nominating and voting for the board of directors. All Group A registered preferred shares are owned by TFI Tab Gıda Yatırımları A.Ş.

Board of Directors Nomination Privilege

Half of the Board of Directors will consist of candidates nominated by the Group A shareholders in compliance with the requirements set forth in the Turkish Commercial Code (TCC) and the Capital Markets Board of Türkiye (CMB). If half of the number of Board of Directors members is a fractional value, the fraction will be rounded down to the nearest whole number.

Voting Privilege

During General Assembly meetings, shareholders or their proxies will be entitled to five (5) votes for each Group A share and one (1) vote for each Group B share. Voting process follows the Capital Market legislation.



d) Board Members and Committees

Operating Principles of the Board of Directors

Board members and their terms are determined during General Assembly meetings. The Board of Directors operate transparently, accountably, fairly, and responsibly. It is essential that the Board of Directors convene as often as necessary to efficiently perform their duties. The Company's Board convened twice: in an Extraordinary General Assembly on April 4, 2023, and in an Ordinary General Assembly on December 29, 2023.

During the General Assembly held on April 4, 2023, the number of Board Members was raised to five (three on December 31, 2022). At the General Assembly held on December 29, 2023, following the public offering, six members including independents, were appointed to the Board of Directors for a three-year term. No breaches of the independence status have occurred within the accounting period of 2023.

The Board of Directors did not hold any in-person meetings in 2023 but made 30 resolutions during the year.

The format of meetings, resolutions, meeting requirements, voting process, and the duties and responsibilities of the Board of Directors are governed by the pertinent provisions outlined in the Articles of Association (AoA), the TCC, and CMB regulations.

Organization and Formation of the Board of Directors

The first General Assembly following the public offering was held in December 2023. The Board Members and their qualifications are listed below.

Name	Executive Duty Status	Independent Member Status	Most Recent General Assembly of Nomination	Term	Duties Within the Board and Committees
Erhan Kurdođlu	Non-Executive	Non-Independent Member	12.29.2023	3 Years	Chairman
Korhan Kurdođlu	Non-Executive	Non-Independent Member	12.29.2023	3 Years	Vice-Chairman
Erhan Cansu	Executive	Non-Independent Member	12.29.2023	3 Years	Board Member, Corporate Governance Committee, Risk Committee
M. Furkan Ünal	Non-Executive	Non-Independent Member	12.29.2023	3 Years	Board Member, Corporate Governance Committee, Risk Committee
Ayşe Aysin İřıkgece	Non-Executive	Independent Member	12.29.2023	3 Years	Board Member, Corporate Governance Committee, Audit Committee
Halil Dođan Bolak	Non-Executive	Independent Member	12.29.2023	3 Years	Board Member, Risk Committee, Audit Committee

Ziya Murat Demirel, elected Board Member at the General Assembly on April 4, 2023, maintained the Board Member position until December 29, 2023.



Erhan Kurdođlu (Chairman)

Erhan Kurdođlu is the Chairman of the Board, and is a Founding Member and Chairman of TFI TAB Gıda. His career began in 1987 as a General Coordinator at Ata İnşaat San. ve Tic. A.Ş., and in 1993, he founded Ekur İnşaat Sanayi ve Ticaret A.Ş. Subsequently, in 1994, Kurdođlu established TAB Gıda, which later acquired the rights to Burger King in Türkiye in 1995. Kurdođlu is a graduate of the Faculty of Civil Engineering at the University of Miami. Other companies where he serves include: TAB Gıda Sanayi ve Ticaret A.Ş., Reklam Üssü Reklam Ajansı Prodüksiyon Danışmanlık Organizasyon Sanayi ve Dış Ticaret A.Ş., Fasdat Gıda Dağıtım Sanayi ve Ticaret A.Ş., Ekur Et Entegre Sanayi ve Ticaret A.Ş., Ekmek Unlu Gıda Sanayi ve Ticaret Anonim Şirketi, TFI TAB Gıda – Mes Mutfak Ekip. San ve Serv. Hizm. Tic. A.Ş., Ata Portföy Yönetimi A.Ş., Işık Ata Turizm ve Tic. A.Ş., Ata GYO A.Ş., Ekur İnşaat San ve Tic. A.Ş., Ata Holding A.Ş., Atp Ticari Bilgisayar Ağı ve Elektrik Güç Kaynakları Üretim Pazarlama ve Tic. A.Ş., Ata Gayrimenkul Geliştirme Yat. A.Ş., Bedela İnşaat ve Tic. A.Ş., Entegre Harç San A.Ş., Donna Giyim San. A.Ş., Seri İnşaat ve Tic. A.Ş., AtaSancak, Kurdođlu İnşaat Tur. Tic. A.Ş., İzmir Enternasyonel Otelcilik A.Ş., Ata İnşaat San ve Tic. A.Ş., Ata Express, Fasdat Sebze, Yamata İnşaat Sanayi ve Ticaret Anonim Şirketi, Pangea Foods SPC (Cayman-based), Pangea Foods China Holdings Ltd. (Cayman-based), Pangea Foods China Intermediate Ltd., TFI Asia Holdings Coöperatief U.A., TFI Asia Holdings B.V.

Korhan Kurdođlu (Vice-Chairman)

Korhan Kurdođlu is the Vice-Chairman of the Board of Directors. He is also a Founding Member and Founding Partner of TFI TAB Gıda. Kurdođlu is the Chairman of the Turkish-Chinese Business Council of the Foreign Economic Relations Board of Türkiye (DEIK) and the President of the Chinese Network of Turkish Industry and Business Association (TUSIAD). Korhan Kurdođlu graduated from the Faculty of Civil Engineering at the University of Miami in 1987 and obtained his master's degree in International Relations from Columbia University. Other companies where he serves include: Ata Holding A.Ş., Atp Ticari Bilgisayar Ağı ve Elektrik ve Güç Kaynakları Üretim Pazarlama ve Ticaret Anonim Şirketi, Ata Gayrimenkul Geliştirme Yatırım ve İnşaat Anonim Şirketi, Entegre Harç Sanayi ve Ticaret A.Ş., Ata İnşaat San ve Tic. A.Ş., Ata Express Elektronik İletişim Tanıtım Pazarlama Dağıtım Sanayi ve Ticaret Anonim Şirketi, Arbeta Turizm Organizasyon ve Ticaret A.Ş., Yamata İnşaat Sanayi ve Ticaret Anonim Şirketi, Bedela İnşaat ve Tic. A.Ş., Entegre Harç Sanayi ve Ticaret A.Ş., Donna Giyim Sanayi ve Ticaret A.Ş., Seri İnşaat ve Tic. A.Ş., Kurdođlu İnşaat Turizm Ticaret Anonim Şirketi, İzmir Enternasyonel Otelcilik A.Ş., Ata İnşaat San ve Tic. A.Ş., Işık Ata Turizm ve Ticaret Anonim Şirketi, Ata Gayrimenkul Yatırım Ortaklığı Anonim Şirketi, TAB Gıda Sanayi ve Ticaret A.Ş., Reklam Üssü Reklam Ajansı Prodüksiyon Danışmanlık Organizasyon Sanayi ve Dış Ticaret A.Ş., Fasdat Gıda Dağıtım Sanayi ve Ticaret A.Ş., Ekur Et Entegre Sanayi ve Ticaret A.Ş., Ekmek Unlu Gıda Sanayi ve Ticaret Anonim Şirketi, TFI Tab Gıda Yatırımları Anonim Şirketi, Fasdat Sebze Doğrama Paketleme Sanayi ve Ticaret Anonim Şirketi, Ekur İnşaat San ve Tic. A.Ş., Mes Mutfak Ekip. San ve Serv. Hizm. Tic. A.Ş., Pangea Foods SPC, Pangea Foods China Holdings Ltd., Pangea Foods China Intermediate Ltd., TFI Asia Holdings Coöperatief U.A.

Erhan Cansu (Board Member)

Erhan Cansu has been serving on the Board of Directors of AtaKey Patates Gıda San. ve Tic. A.Ş. since 2012. He has also served on the Board of TFI since 2016 and had seven years of experience in the field of building automation at Alarko Sanayi ve Ticaret A.Ş. prior to joining the Group. Erhan Cansu has supervised the establishment of four food production facilities since joining the Group. Cansu holds a degree in Electrical Engineering from Istanbul Technical University, as well as an International Management Program certification (with Honors) from the Istanbul University Institute of Business Economics. Other companies where he serves include: Ekmek Unlu Gıda Sanayi ve Ticaret Anonim Şirketi, Ekur Et Entegre Sanayi ve



Ticaret Anonim Şirketi, TFI Tab Gıda Yatırımları Anonim Şirketi, Ekur İnşaat Sanayi ve Ticaret A.Ş., and MES Mutfak Ekipmanları A.Ş.

M. Furkan Ünal (Board Member)

Furkan Ünal has been serving on the Board of Directors of AtaKey since April 2023. He has also served as the Group CFO at TFI TAB Gıda since December 2022. Prior to his position at TFI TAB Gıda, Furkan Ünal served as the CFO at Kardemir for five years, as the Deputy General Manager for Corporate Funding and Investments and as Executive Board Member at Aktifbank, and as the Chief Advisor to the Board of Directors of TAIB Bank, a Dubai Group company. Furkan Ünal still acts as an Independent Board Member to two different banks in Albania and Kazakhstan, and as an Advisory Board Member at a NASDAQ-listed company. Following an undergraduate program in engineering, Ünal obtained an MBA in Finance from Bilgi University, where he is currently pursuing a doctorate.

Ayşe Ayşin Işıkgece (Independent Board Member)

Ayşe Ayşin Işıkgece joined AtaKey in December 2023 as an Independent Board Member. Işıkgece began her career as a Purchasing Assistant at GIMA A.Ş. before becoming the Purchasing Group Manager for Fresh Produce at Metro Cash & Carry. She served as an Executive Board Member and led the Fresh Food + FMCG Product Group Purchasing and Category Management Department at CarrefourSA from 2016 until 2018, at which point she was appointed Chairperson of the Board at the General Directorate of Agricultural Enterprises (TIGEM). Ayşe Ayşin Işıkgece served as the Deputy Minister of Agriculture and Forestry from January 2021 to April 2022. She currently works as a Freelance Consultant to the Private Sector and NGOs, as a Strategic Consultant to a Board Member, and as a Start-Up mentor. Throughout her career, Işıkgece developed a range of awareness projects to back small-scale producers and sustainable agriculture including Geographical Indication Products, If There Are Bees, There Is Life, and Yerli Tohum, Taze Mahsul (Local Seed, Fresh Produce).

Halil Doğan Bolak (Independent Board Member)

Halil Doğan Bolak joined AtaKey in December 2023 as an Independent Board Member. He graduated from Robert College of Istanbul in 1979 and earned his Bachelor's degree in Optical Engineering in 1983 from The Institute of Optics in the Hajim School of Engineering and Applied Sciences at the University of Rochester. He completed his MBA in Quantitative Finance and Information Systems for Management, earning the "Beta Gamma Sigma" distinction, at the Simon Business School at the University of Rochester in 1985. Between 1985 and 1999, Bolak held diverse technical, operational, and general management positions as a third-generation family member at the family-owned Türkp petrol Group. Bolak played a key role in the development and subsequently served as the General Manager of a prominent marketable securities and banking software company in Türkiye. From 2013 to 2023, he acted as the founding partner and Chief Technology Officer (CTO) of invstr, a London-based fintech offering individual investment services. Additionally, he served as a Senior M&A Consultant at Italy's leading investment bank, Mediobanca S.p.A., from 2013 to 2016. Bolak currently holds the position of founding partner at B4YO (www.b4yocapital.com), an early-stage venture capital firm in Türkiye focused on investing in startups where the partners' experience, expertise, and network provide a significant advantage. B4YO manages a Turkish Venture Capital Investment Fund supported by 40 investors and has thus far conducted seven investments. Bolak serves as a Board of Trustees Member at the Turkish Educational Foundation, an Executive Board of Trustees Member at the Türkp petrol Foundation, and a Member of the Meeting Council of Galatasaray Sports Club.



STATEMENT OF INDEPENDENCE

I hereby declare my candidacy to serve as an 'independent member' on the Board of Directors of ATAKEY PATATES GIDA SANAYİ VE TİCARET A.Ş ("Company"), in accordance with the criteria set forth in the legislation, the AoA, and the CMB Corporate Governance Communiqué. I also affirm that I comply with the independence criteria specified in Article 4.3.6 of the Appendix to the CMB Corporate Governance Communiqué II-17.1. I hereby declare that:

- a) Within the last five years, there has been no employment relationship in which I, my spouse, or relatives up to the second degree by blood or marriage, have held managerial positions involving significant responsibilities with the Company, its subsidiaries in which the Company holds management control or significant influence, or with partners who hold management control in the Company or have significant influence over it, as well as with legal entities controlled by them. Furthermore, I confirm that I do not hold, individually or collectively, more than 5 percent of the capital or voting rights or privileged shares, nor do I engage in significant commercial relationships,
- b) Within the last five years, I have not been a partner (more than 5 percent) or employed in a managerial position involving significant responsibilities or served as a board member in companies, including those in which the Company has significantly engaged in services or product purchases or sales under agreements, primarily related to the Company's oversight (including tax audits, statutory audits, and internal audits), rating, and consultancy,
- c) I possess the professional education, knowledge, and experience necessary to fulfill the duties I will undertake as an independent board member,
- d) I do not work/will not work upon my election as a Board Member full-time in any public bodies, except as a faculty member if compliant with the related regulations;
- e) I am a resident of Türkiye pursuant to the Income Tax Law No. 193, dated December 31, 1960;
- f) I have strong ethical standards, a professional reputation and the necessary experience to contribute to the Company's activities, to remain neutral in any conflict of interests between the Company and its shareholders, and to decide freely while taking into consideration the rights of stakeholders;
- g) I am committed to dedicating ample time to Company matters, ensuring thorough oversight of its operations and fulfilling my duties diligently and promptly,
- h) I have not served on the Company's Board of Directors for more than six years within the past 10 years,
- i) I do not hold the position of an independent board member on the Board of Directors for more than three companies over which the Company or its controlling shareholders have management control, nor do I serve on the boards of more than five publicly traded companies in total, and
- j) I have not been registered and announced on behalf of the legal person elected as a Board Member.

I present to the Board of Directors, General Assembly, and all stakeholders.

Kind regards,

Ayşe Ayşin Işıkgece (*)

(*) The signatures within the text have been obscured in compliance with the Law on the Protection of Personal Data.



STATEMENT OF INDEPENDENCE

I hereby declare my candidacy to serve as an 'independent member' on the Board of Directors of ATAKEY PATATES GIDA SANAYİ VE TİCARET A.Ş ("Company"), in accordance with the criteria set forth in the legislation, the AoA, and the CMB Corporate Governance Communiqué. I also affirm that I comply with the independence criteria specified in Article 4.3.6 of the Appendix to the CMB Corporate Governance Communiqué II-17.1. I hereby declare that:

- a) Within the last five years, there has been no employment relationship in which I, my spouse, or relatives up to the second degree by blood or marriage, have held managerial positions involving significant responsibilities with the Company, its subsidiaries in which the Company holds management control or significant influence, or with partners who hold management control in the Company or have significant influence over it, as well as with legal entities controlled by them. Furthermore, I confirm that I do not hold, individually or collectively, more than 5 percent of the capital or voting rights or privileged shares, nor do I engage in significant commercial relationships,
- b) Within the last five years, I have not been a partner (more than 5 percent) or employed in a managerial position involving significant responsibilities or served as a board member in companies, including those in which the Company has significantly engaged in services or product purchases or sales under agreements, primarily related to the Company's oversight (including tax audits, statutory audits, and internal audits), rating, and consultancy,
- c) I possess the professional education, knowledge, and experience necessary to fulfill the duties I will undertake as an independent board member,
- d) I do not work/will not work upon my election as a Board Member full-time in any public bodies, except as a faculty member if compliant with the related regulations;
- e) I am a resident in Türkiye pursuant to the Income Tax Law No. 193, dated December 31, 1960;
- f) I have strong ethical standards, the professional reputation and the necessary experience to contribute to the Company's activities, to remain neutral in any conflict of interests between the Company and its shareholders, and to decide freely while taking into consideration the rights of stakeholders;
- g) I am committed to dedicating ample time to Company matters, ensuring thorough oversight of its operations and fulfilling my duties diligently and promptly,
- h) I have not served on the Company's Board of Directors for more than six years within the past 10 years,
- i) I do not hold the position of an independent board member on the Board of Directors for more than three companies over which the Company or its controlling shareholders have management control, nor do I serve on the boards of more than five publicly traded companies in total, and
- j) I have not been registered and announced on behalf of the legal person elected as a Board Member.

I present to the Board of Directors, General Assembly, and all stakeholders.

Kind regards,

Halil Doğan Bolak (*)

(*) The signatures within the text have been obscured in compliance with the Law on the Protection of Personal Data.



Assessment of the Board of Directors Regarding the Operational Principles and Efficacy of Committees

The Company's Board of Directors resolved on January 24, 2024:

1. To establish an Audit Committee, a Corporate Governance Committee, and a Risk Committee in compliance with the provisions of the Capital Market Law No. 6362, the TCC No. 6102, the CMB Communiqué on Corporate Governance (II-17.1), and the Corporate Governance Principles therein, and the relevant regulations of the CMB;
2. To approve the working principles of the Audit Committee, Corporate Governance Committee, and the Risk Committee established within our Company;
3. In compliance with the provisions of the CMB Communiqué on Corporate Governance (II-17.1) ("**Communiqué**"), to acknowledge that:
 - (i) The **Corporate Governance Committee** shall consist of four members, the below-listed members and the investor relations department manager, and the Corporate Governance Committee will undertake the duties of the Nomination Committee and the Remuneration Committee as set forth in the Communiqué;

Chair of the Corporate Governance Committee	Ayşe Ayşin Işıkgece	Independent Board Member
Corporate Governance Committee Member	Erhan Cansu	Board Member
Corporate Governance Committee Member	M. Furkan Ünal	Board Member
Corporate Governance Committee Member	Derya Dağlı	Investor Relations Department Manager

- (ii) The **Audit Committee** shall consist of two independent Board Members and the below-listed members will be included in the committee;

Chair of the Audit Committee	Halil Doğan Bolak	Independent Board Member
Audit Committee Member	Ayşe Ayşin Işıkgece	Independent Board Member

- (iii) The **Risk Committee** shall consist of three members and the below-listed members will be included in the committee;

Chair of the Risk Committee	Halil Doğan Bolak	Independent Board Member
Risk Committee Member	Erhan Cansu	Board Member
Risk Committee Member	M. Furkan Ünal	Board Member

Corporate Governance Committee

The Corporate Governance Committee is instituted to evaluate the implementation of corporate governance principles within the Company. In cases where adherence is lacking, it investigates the underlying reasons for non-compliance and identifies potential conflicts of interest. It also provides



recommendations to the Board of Directors to enhance corporate governance practices and oversees the activities of the Investor Relations Department.

Due to the structure of the Company's Board of Directors, separate Nomination and Remuneration Committees have not been established. Therefore, the Corporate Governance Committee will also assume the responsibilities of the Nomination and Remuneration Committees in accordance with the Corporate Governance Principles.

The Corporate Governance Committee meets at least four times quarterly and the meeting results are reported to the Board of Directors. The Committee's decisions serve as advisory recommendations to the Board of Directors, which retains the ultimate authority in making decisions on relevant matters.

Risk Committee

The Risk Committee is formed to proactively identify any risks that could jeopardize the Company's stability, growth, and advancement. Its mandate includes implementing necessary precautions and effectively managing the risks once identified. The Risk Committee meets at least four times quarterly and the meeting results are reported to the Board of Directors. The Committee's decisions serve as advisory recommendations to the Board of Directors, which retains the ultimate authority in making decisions on relevant matters. The Committee updates the Board of Directors on all developments falling under its authority and responsibility.

Audit Committee

The Audit Committee oversees the Company's accounting system, the disclosure of financial information to the public, and their independent audits. Additionally, it supervises the proper functioning and effectiveness of the Company's internal audit and control systems.

Senior management*:

Names and roles of Company senior management are listed below

Title : Assistant General Manager
Name : Suat Aıkbař
Employment Start Date : April 16, 2014

Title : Assistant General Manager
Name : Ahmet zgl
Employment Start Date : April 4, 2023

Title : Plant Manager
Name : Hakan ellik
Employment Start Date : March 6, 2017

*Appointed to the Executive Board by the resolution of the Board of Directors dated March 12, 2024.

Chairman of Executive Board: Ahmet zgl

Executive Board Members: Suat Aıkbař, Hakan ellik



The above-listed members are appointed.

Number of personnel: The average number of employees for the period ending December 31, 2023, was 229. (December 31, 2022: 209)

- e) **If applicable: information about the transactions made by the members of the governing body with the company on their own behalf or on behalf of others upon permissions granted by the Company General Assembly, and information on the activities that fall under the non-competition rule. If any, explain:**

There are none.

2- OVERVIEW OF THE COMPANY AND SUMMARY OF OPERATING SECTOR

History

The Company was established on September 21, 2012, under the title AtaKey Patates Gıda Sanayi ve Ticaret Anonim Şirketi, with a capital of 8,000,000 Turkish lira corresponding to 8,000,000 shares. The Company was established by Erhan Kurdođlu, Korhan Kurdođlu, Tuna Kurdođlu, Murat Özgörkey, and Selim Özgörkey. The AoA was registered on September 21, 2012, and was published in the Turkish Trade Registry Gazette No. 8162, dated September 27, 2012.

The Company commenced construction of production facilities in Susuz Municipality of Afyonkarahisar at the beginning of 2013, and within an 11-month period, completed all construction, mechanical, and electrical works, as well as assembly and commissioning of equipment. The Company initiated production in early February 2014, manufacturing “saleable” products and commencing dispatch and sales operations. The Company supplies french fries to TFI TAB Gıda restaurants and exports frozen and deep-frozen potatoes for frying to cater to the potato product needs of TFI TAB Gıda's HSR China operations.

The Company's potato production facility occupies a 168,000-square-meter site and has an annual production capacity of 90,000 metric tons of seasoned potatoes for frying. The Company also has a raw material warehouse on a 30,000-square-meter site and a 15,000-square-meter cold storage room. During the season, around 350 workers harvest crops across nearly 40 square kilometers of agricultural land spanning 23 different cities. The Company supplies farmers with seeds and fertilizer to maintain consistency and quality in potato production at the source.

In 2014, Erhan Kurdođlu, Korhan Kurdođlu, and Tuna Kurdođlu transferred their shares to TFI Tab Gıda. Consequently, TFI TAB Gıda acquired 50 percent ownership of the Company.

After the initial investments, additional mechanical cutting lines were installed in 2014 and 2015 to complement the waterjet-cutting lines. This investment expanded the product range to include items suitable for mechanical cutting. In 2015, as part of a strategic decision, S1 seed multiplication operations were relocated to fields leased from TIGEM (General Directorate of Agricultural Enterprises) without any external service procurement. This method has been consistently used for eight seasons. Additionally, in late 2015, a new product called “cage fries” was introduced in the mechanical cutting facilities and made available to fast-food restaurants.



In 2016, the first export was made to China. In 2017, an investment was made in a seed storage facility with an indoor area of 7,500 square meters. While raw potatoes are stored in bulk, the seed storage facility utilizes the container system. The seed storage facility has the capacity to store 15,000 metric tons of seeds while the raw potato warehouse can hold 70,000 metric tons of raw potatoes. In 2018, the Company developed and introduced “spicy crinkle fries” for fast-food restaurants. The investment for the fourth packaging line was initiated in late 2019 and, with the installation and commissioning completed, the plant began operations in August 2021. On June 8, 2019, TFI TAB Gıda took over the remaining 50 percent of Company shares from Murat Özgörkey and Mustafa Selim Özgörkey and became the sole shareholder of the Company.

In 2023, 20.3 percent of shares were offered to the public on Borsa Istanbul.

General Overview and Operating Sector

The Company’s plant in Susuz Municipality of Afyonkarahisar is one of Türkiye’s largest in its production line with an annual potato production capacity of 90,000 metric tons on 168,000 square meters of land, including a 75,000-square-meter indoor area. The cutting-edge production line equipped with innovative agricultural technology is one of the largest in the region and Türkiye, and contributes significantly to the national economy while offering increasing employment opportunities by recruiting producers in the system.

The Company’s final product portfolio includes seasoned/unseasoned french fries, potato wedges, crinkle fries, cage fries, and spicy crinkle fries.

Atakey has imported high-quality seeds from abroad and started using them for commercial potato production after multiplication. The Company has been producing its own seeds on lands leased from TIGEM since 2015 and has built its production process on this system. A specialized team of agricultural engineers manages the seed planting process and applies advanced techniques to grow quality seeds. None of the seeds or successive potatoes contain genetically modified organisms and are extensively analyzed during the growing and harvesting seasons.

While Atakey’s primary field of operation is seed production for commercial purposes, it also participates in the supply of raw and secondary materials, seed selection, agricultural production, manufacturing, export and import activities, bulk and retail sales, marketing, and product distribution. The plant located in the Susuz Municipality of Afyonkarahisar has the capacity to store 70,000 metric tons of potatoes and 15,000 metric tons of seed potatoes. The storage facility consists of multiple rooms of 3,500 metric tons of capacity each. Supply and return vents for cooling as well as the temperature and humidity are controlled by a centralized cutting-edge computer system.

Atakey operates in the processed frozen potato sector. in the supply of potatoes, especially those intended for frying or cooking, and with french fry producers in production.

The amount of potato production may vary based on reducing planting areas, fluctuations in prices, and climatic conditions. The Potatoes Bulletin issued by the Ministry of Agriculture and Forestry stipulates that 5.1 million metric tons of potatoes were produced in Türkiye in 2021, with a 2-percent drop compared to the previous year. Konya takes the lead with 622,435 metric tons (12.2 percent), followed by Niğde with 575,627 metric tons (11.3 percent) and Afyonkarahisar with 562,927 metric tons (11.0 percent).

The potato is a vital agricultural crop used for human consumption, both fresh and processed, as well as for animal feed in the form of tubers or production waste. It also serves as a source of seed to ensure the continuity of production and for general processing in the food industry. As a fundamental source



of nutrition, the demand for and consumption of potatoes continues to rise daily alongside the growth of the world population, with their usage diversifying accordingly. Potato consumption has fluctuated over the last five years, with a 1.9 percent increase in the 2020/21 season compared to the previous year, and a 12.1 percent increase compared to the 2016/17 period. Potato consumption per capita changed by 48–52 kilograms during these years (Source: TEPGE Potato Product Report, 2022). The Company has managed to reduce the cost of raw potatoes through well-established agricultural methods and stringent policies. Furthermore, the Company produces S1 seeds (certified seeds produced from high-quality seeds) exclusively on dedicated seed production lands leased from TIGEM, subsequently ensuring the quality and cost efficiency of seed multiplication. It also secures the supply thanks to high-production capacity, minimizing losses in raw potato storage and production, resulting in a subsequent increase in productivity.

Atakey is a major actor in the market for fried and deep-frozen potatoes as well as for potatoes for frying in terms of production and sales volume. The Company's value-added product portfolio contributes to the growth of both sectors and Türkiye's agricultural economy, owing to its potential for growth, sales and export opportunities, and new investment prospects.

The sources of finance and, if any, the quality and amount of issued capital market instruments:

In addition to revenue generated from operations, the Company benefits from external sources of financing, including export loans and working capital loans. The Company conducted its initial public offering on Borsa Istanbul in 2023, resulting in a capital increase of 810,107,872 Turkish lira.

3- FINANCIAL RIGHTS GRANTED TO MEMBERS OF THE GOVERNING BODY AND SENIOR MANAGERS

Information on the total amounts of financial benefits including attendance fees, wages, premiums, bonuses, and profit shares, and compensations, travel, accommodation, and representation expenses, in-kind and cash amenities, insurance, and similar benefits:

The total of financial and similar benefits granted to senior managers during the period that ended December 31, 2023, is 4,118,865 Turkish lira. (December 31, 2022: 706,637 Turkish lira).

4- RESEARCH AND DEVELOPMENT EXPENSES OF THE COMPANY

The Company has focused on product development activities as part of its strategy. Therefore, the Company conducts research and projects for new product development, as well as diversification, improvement, and enhancement of existing products. The Company draws on from its sector experience and global trends in developing new product ideas.



5- COMPANY ACTIVITIES AND RELATED KEY DEVELOPMENTS

a) Information on investments during the relevant accounting period:

2023 Investment Chart (TRY)	
<u>Investment Type</u>	<u>Investment Amount</u>
Buildings	2,507,632
Property, Plant and Equipment	57,774,933
Vehicles	547,993
Fixtures	3,440,420
Ongoing investments	357,624
Underground and overland plants	1,595,258
Intangible Assets	371,513
Total:	66,595,373

b) Information on the company's internal control system and internal audit activities, and the governing body's opinion on the matter:

The internal control system was established to ensure the continuity and efficiency of company activities, compliance with corporate policies and protection of assets. The system also aims to prevent errors and fraud, maintain accurate and complete accounting records, provide timely and reliable financial information, and facilitate achievement of targets. Although there is no Internal Audit Unit under the Company Board in 2023, the internal audit team of the group company conducts audit activities. Internal mechanisms are established to periodically assess critical processes as part of the group's internal audit schedules, and appropriate corrective measures are implemented as needed.

c) Information on direct and indirect affiliates and share ratios:

There is none.

d) Statements on the private and public audits in the related accounting period:

For the fiscal year 2023, the Company obtained full audit services from Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş.

e) Details regarding legal proceedings initiated against the company that could impact its financial standing and operations, including potential outcomes:

As of December 31, 2023, there is a litigation provision amounting to 2,161,843 Turkish lira.

f) Explanations of administrative or judicial sanctions imposed on the Company and members of the governing body for non-compliance with legislative provisions:

There are none.

g) Information and evaluations regarding whether the past period's targets were achieved, whether the resolutions of the general assembly were implemented, reasons for any unmet objectives or unimplemented resolutions, and evaluations:

Targets for the period ending December 31, 2023, have been achieved.



h) Details regarding any extraordinary general assembly meetings held during the year, including the dates of the meetings and the resolutions adopted along with subsequent actions taken:

An Extraordinary General Assembly meeting was convened on April 4, 2023, with the objective of aligning the AoA with the regulations set forth by the CMB, as well as the objectives and principles outlined in the Capital Market Law. At the said meeting, it was resolved to amend the following articles of the Company's AoA: Article 2 titled "Company Name," Article 3 titled "Purpose and Subject," Article 4 titled "Company Headquarters and Branches," Article 6 titled "Capital," Article 7 titled "Form of Shares and Share Certificates," Article 8 titled "Share Transfer," Article 9 titled "Issuance of Securities," Article 10 titled "Board of Directors and Term," Article 11 titled "Board of Directors Meetings and Decisions," Article 12 titled "Representation and Delegation of Authority," Article 13 titled "Appointment of Independent Auditor," Article 14 titled "General Assembly," Article 15 titled "Announcement," Article 16 titled "Accounting Period," Article 17 titled "Determination and Distribution of Profit," Article 18 titled "Legal Reserves," Article 19 titled "Jurisdiction," Article 20 titled "Notification Addresses and Change of Title," and Article 21 titled "Legal Provisions";

It was further resolved to add Article 22 titled "Company Termination and Liquidation" to the AoA; and it was resolved to remove the temporary provisions listed under the "Temporary Provisions" section of the AoA, including Temporary Article 1 titled "Incorporation Expenses," Temporary Article 2 titled "Initial Board of Directors Members," and Temporary Article 3 titled "Initial Representation and Binding."

i) Information on donations and grants, as well as expenditures related to corporate social responsibility projects within the related accounting period:

There is none.

j) If it is a subsidiary; any legal transactions executed with the controlling company or with a subsidiary of the controlling company, for the benefit of the controlling company or any of its subsidiary companies as prompted by the controlling company and all other measures taken or otherwise avoided in the previous year of activity for the benefit of the controlling company or any of its subsidiary companies:

There are none.

k) If it is a subsidiary: according to the situations and conditions known at the moment when the legal transactions aforementioned in article (j) are carried out or measures are taken or avoided to be taken, whether an appropriate counter-action was taken in any of the legal transactions and whether the measure taken or avoided to be taken caused a loss for the company, and if the company has incurred a loss, whether this loss was offset:

There is none.



6- FINANCIAL STATUS

a) **The governing body analysis and assessment of the financial status and activity outcomes, the realization level of planned activities, and the Company's status against set strategic targets:**

Targets for the period ending December 31, 2023, have been achieved.

b) **Information and projections on the company regarding its sales performance, productivity, revenue generation capacity, profitability, and debt-to-equity ratio as well as the operating results in the current period in comparison to the previous periods: (TFRS)**

Financial Indicators (TRY)

	January 1 – December 31, 2023	January 1 – December 31, 2022
Revenue	2,548,196,200	2,146,194,192
Gross Profit	642,288,218	584,402,692
Operating Profit	570,150,763	574,267,871
Profit/Loss Before Tax	398,853,877	952,651,498
Taxes	103,159,210	28,135,984
Net Period Profit/Loss	295,694,667	924,515,514
Operating Profitability (%)	22.37%	26.76%
Net Period Profitability (%)	11.6%	43.08%

	December 31, 2023	December 31, 2022
Total Assets	4,090,336,070	2,950,890,134
Total Shareholders' Equity	3,067,164,324	1,555,360,689

c) **Factual observations and the government body's assessment concerning whether the company's capital has become inadequate, or the company has been heavily indebted:**

The capital is 100 percent maintained within the equity.

d) **If applicable, measures being considered to improve the financial position of the company:**

There are none.

e) **Information on the profit distribution policy and, if no profit distribution is to be made, a proposal on how the undistributed profit will be utilized:**

In consideration of the prevailing economic conditions, long-term corporate strategies, investment plans, cash flow management, funding policies, and the long-term interests of stakeholders, including shareholders, the company, and employees, it was decided to partially offset the net profit generated from activities in 2022 until December 31, 2023, against previous years' losses. Consequently, no dividend distribution will be made, and the amount will be transferred to retained earnings to bolster financial stability, mitigate the need for additional funding, and promote the optimal utilization of resources.



The distributable net profit is calculated in accordance with the AoA, the TCC, the CMB regulations, the Dividend Distribution Communiqué, and tax regulations. It is aimed to be distributed to shareholders and other eligible individuals participating in the profit, in the proportion determined by the Board of Directors for each period and presented to the general assembly.

7- RISKS AND EVALUATION OF GOVERNING BODY:

a) Information on the corporate risk management policy, if one exists, against anticipated risks:

The Company, within the framework of TFI Group Companies' Corporate Risk Management methodology, conducts activities including identification and description of risks; evaluation of control effectiveness and adequacy of designs; ensuring management of risks through identification of process owners and action plans; and efforts to reduce risks to acceptable levels or within the risk appetite accepted by management. The risk management strategy entails the oversight and accountability of risk management at the Executive Board and Board of Directors ("Board of Directors" or "BoD") levels. Management is responsible for making prudent risk/reward decisions and for actively identifying, assessing, rating, managing, and monitoring ongoing risks.

b) Information on the employees and reports of the Risk Committee, if any:

A Risk Committee was established on January 24, 2024.

Chair of the Risk Committee	Halil Doğan Bolak	Independent Board Member
Risk Committee Member	Erhan Cansu	Board Member
Risk Committee Member	M. Furkan Ünal	Board Member

c) Forward-looking risks related to sales, efficiency, innovation capacity, profitability, debt-to-equity ratio, and similar matters:

The Company's primary risks are monitored across five categories. These encompass strategic, operational, compliance, financial (FX, liquidity, loan, interest, and commodity price risks), and technological risks.

Agricultural risks, production disruptions, and natural disasters could impede short-, medium-, and long-term strategies. The Company designs and effectively implements identification and preventive measures to eliminate such risks. Insurable risks are frequently assessed and transferred to third parties. While the Board of Directors, through strategic decisions, manages and represents the Company by keeping the risk, growth and income balance of the Company at the most appropriate level with a rational and cautious risk management approach, primarily considering the Company's long-term interests, it is also responsible for ensuring that the Company achieves its determined and publicly disclosed operational and financial performance targets.



The financial risks encompass loan, interest, liquidity, and counterparty risks. Closely monitoring national and international economic developments, the Company considers the potential impact of developments on assets and liabilities and takes due precautions.

8- DECLARATION OF COMPLIANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES

The Company prioritizes adherence to the CMB's Corporate Governance Principles in its corporate governance practices. It diligently reports any instances of non-compliance, along with the reasons for such non-compliance and measures taken to mitigate potential conflicts of interest, in the appropriate sections of the Corporate Governance Compliance Report and the Corporate Governance Information Form. The purpose of these principles is to bolster the trust of all stakeholders in the Company. Pursuant to Paragraph 4, Article 5 of the Communiqué on Corporate Governance (II-17.1) (Communiqué): partnerships who submit to the Board for the initial public offering and/or stock trading of shares are to be subject to the obligations of partners in the third group until the list, detailed in paragraph 2, is announced. The partners are then to ensure due compliance as of the first general assembly following the start of stock trading. The Company, having adopted the principle of corporate governance, ensured full compliance to mandatory principles and prioritized compliance to non-mandatory principles as of the General Assembly on December 29, 2023, and registration on January 24, 2024. While the Company aims for full compliance with the non-mandatory Corporate Governance Principles as well, certain principles could not be fully implemented due to practical challenges, national context, and non-compatibility with market and Company structure. No conflicts of interest arising from non-compliance with the non-mandatory corporate governance principles have been reported so far, and our Corporate Governance Committee did not make any such observations. Administrative, legal, and technical infrastructure improvements to comply with the remaining principles are ongoing with the goal of exhaustive implementation. The non-mandatory Corporate Governance Principles that our Company failed to fully comply with in 2023 are listed below.

- CGP 1.4.2: The Company holds shares with preferential voting rights.
- CGP 1.5.2: The provisions of the TCC and the CMB Legislation apply to minority rights; there are no additional regulations in the AoA.
- CGP 2.1.4: The corporate website in the Turkish language is to be prepared in the English language with identical content, and the completed parts are to be uploaded in English when they are ready.
- CGP 3.1.3: The Company aims to document policies and procedures on the rights of stakeholders and will publish said written documents on the website.
- CGP 3.2.1: Employee engagement in management is achieved through working groups and task assignments based on the relevant function, performance, and output generation criteria, and is not described in the AoA or corporate regulations.
- CGP 3.3.1: The corporate succession planning has not been established.
- CGP 3.3.6: Company job descriptions and company performance goals are announced to all employees, but personal performance goals are not applied.



- CGP 3.5.1: The Board of Directors drafted a Code of Ethical Conduct, but has not published it on the company website.
- CGP 4.3.9: The current target for the representation of women on the Board of Directors is set at 25 percent. As of the end of 2023, the representation of women on the board stands at 17 percent.
- CGP 4.4.1: In 2023, the Company did not convene in either physical or electronic environment and Board of Directors Resolutions were taken mostly unanimously upon consultation with Board Members.
- CGP 4.5.5 – 4.5.6 – 4.5.7- 4.5.8: Pursuant to Paragraph 4, Article 5 of the Communiqué on Corporate Governance (II-17.1); partnerships who submit to the Board for the initial public offering and/or stock trading of shares are to be subject to the obligations of third group partners until the list is announced. The committees were established as of the first General Assembly, on December 29, 2023, registered on January 24, 2024, following the start of stock trading. The initial committee meetings were held in 2024.
- 4.6.1: The Board of Directors has not undergone a performance evaluation.
- 4.6.5: The annual remuneration of Board Members and executive managers is disclosed in the annual report, but individual breakdowns are not provided.

The Corporate Governance Compliance Report and Corporate Governance Information Form for 2023, both prepared in accordance with the CMB's resolution No. 2/49 dated January 10, 2019, and approved by the AtaKey Board of Directors on March 18, 2024, will be publicly disclosed on the Public Disclosure Platform within the time deemed appropriate by the CMB.

9- ADDITIONAL INFORMATION ON THE PARENT COMPANY OF THE GROUP

If an equity company's shares are held up to legislative limits and, if shares are dropped below these percentages, the grounds thereof:

In 2023, AtaKey Gıda Sanayi ve Ticaret A.Ş. did not hold any shares of a stock corporation. The company had not previously owned any shares of an equity company.

Information on Group companies' shares in the capital of the parent company:

AtaKey Gıda Sanayi ve Ticaret A.Ş. does not hold a controlling stake in the Group. TFI TAB Gıda Yatırımları A.Ş., the controlling shareholder of the Group to which AtaKey Gıda Sanayi is a subsidiary, holds 79.7 percent of the Company's capital.

10- MISCELLANEOUS:

- a) **Information on any material events that have taken place in the company after the end of the reporting period, which may impact the rights of shareholders, creditors, and other related parties and organizations:**



There is none.

b) Information on service procurement such as investment consultancy and rating:

The Company follows the relevant capital market regulations when choosing service providers and takes due precautions to prevent potential conflicts of interest. No conflict of interest exists between the company and service providers during or after the duration of service procurement. In December 2023, JCR Avrasya Derecelendirme A.Ş., the credit rating firm, upgraded Atakey Patates Gıda Sanayi ve Ticaret A.Ş.'s Long-Term National Credit Rating from 'BBB+ (tr)' to 'A- (tr)', while maintaining the Short-Term National Credit Rating at 'J2 (tr)', with a Stable outlook. The Long-Term International Foreign Currency and Long-Term International Local Currency Credit Ratings have been reaffirmed at 'BB' with a Negative outlook.

c) Presentation of Annual Report

The Annual Report was approved and signed, on March 18, 2024, by the Board Chairman and Members, in compliance with the Communiqué on the Principles of Financial Reporting in Capital Markets (II-14.1). According to this Communiqué the Annual Report must be prepared within 60 days of the end of relevant accounting period. It was prepared within the scope of the Announcement on Inflation Accounting published in the CMB Bulletin dated December 28, 2023, and on the grounds that the annual financial reports, which will be subject to Turkish Accounting Standard 29 for the first time, were granted an additional 10 weeks. None of the governing body members submitted dissenting opinions regarding the information contained in the annual report.

Any piece of information that may be considered a trade secret may not be disclosed in the Annual Report, despite being relevant to the Annual Report, so long as it preserves its status as a trade secret. Once the information loses its status as a trade secret, it can be disclosed in the first upcoming Annual Report.

d) Additional information not included in financial statements approved by the governing body:

There is none.

This report has been prepared in compliance with "The Regulation on Determination of the Minimum Content of Annual Reports of Companies," published by the Ministry of Customs and Trade in the Official Gazette dated August 28, 2012, and Numbered 28395, based on the financial information pertaining to the accounting period from January 1, 2023, to December 31, 2023, documented in compliance with the TCC No. 6102 dated January 13, 2011, signed and approved by the governing body of the company whose names are given below.



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11- CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Tabloyu Kontrol Et	Uyumu Durumu										Açıklama
	Evet	Yes	Kısmen	Partial	Hayır	No	Muaf	Exempt	İlgisiz	Not Applicable	
Kurumsal Yönetim Uyumu Raporu											
1.1. PAY SAHİPLİĞİ HAKLARININ KULLANIMININ KOLAYLAŞTIRILMASI											
1.1.2 - Pay sahipliği haklarının kullanımını kolaylaştıracak nitelikteki bilgi ve açıklamalar öncelikle ortaklığın kurumsal internet sitesinde yerleştirilmesini kullanılmaktadır.	X	X									
1.2. BİLGİ ALMA VE İNCELEME HAKKI											
1.2.1 - Şirket yönetimi özel deretim yapılmasını zorlayıcı işlem yapmamaktadır.	X	X									
1.3. GENEL KURUL											
1.3.2 - Şirket, Genel Kurul gündeminin açık şekilde ifade edilmesini ve her taraftan aynı bir bakış altında verilmiş olmasını temin etmiştir.	X	X									
1.3.7 - İmtiyazı bir şekilde ortaklık bilgilerine ulaşma imkânı olan kişiler, kendileri adına ortaklığın faaliyet konusu kapsamında yapılacak işlemler hakkında genel kurulda bilgi verilmesini temin eden gündeme eklenmek üzere yönetim kuruluna bildirmişlerdir.								X			Bu madde kapsamına giren bir işlem gerçekleştirilmemiştir.
1.3.8 - Gündemde özellik arz eden konularla ilgili yönetim kurulu üyeleri, ilgili diğer kişiler, finansal tabloların hazırlanmasında sorumluluğu bulunan yetkililer ve denetçiler, genel kurul toplantısında hazır bulunmuşlardır.	X	X									
1.3.10 - Genel Kurul gündeminde, tüm bağışların ve yardımların tutarları ve bunlardan yararlanılmasına ayrı bir maddede yer verilmiştir.	X	X									
1.3.11 - Genel Kurul toplantısı öncelikle halkın olumsuz menfaat sahipleri ve medya dahil kamuya açık olarak yapılmıştır.	X	X									
1.4. OY HAKKI											
1.4.1 - Pay sahiplerinin oy haklarını kullanmalarını zorlayıcı herhangi bir kısıtlama ve uygulama bulunmamaktadır.	X	X									
1.4.2 - Şirketin imtiyazı oy haklarına sahip pay bulunmamaktadır.					X	X					Şirketin sermayeye oranı %14.4 oranında denk nominal değeri 20.000.000 TL payı, nama yazılı ve imtiyazlı olarak (A Grubu) Şirket sermayesini temsil etmektedir. A Grubu pay sahibinin her bir A Grubu pay için 5 (beş) oy hakkı bulunmaktadır. Şirket Yönetim Kurulu Devletlerin Vasvese A Grubu payı.
1.4.3 - Şirket, beraberinde hakimiyet iktidarını de getiren kararlarda iştirak ilgisizliği içerisinde bulunduğu herhangi bir ortaklığın Genel Kurulunda oy haklarını kullanmamıştır.								X	X		Şirket beraberinde hakimiyet ilgisizliği de getiren karşılıklı iştirak ilgisizliği bulunmamaktadır.
1.5. AZLIK HAKLARI											
1.5.1 - Şirket azlık haklarını kullanmalarına acemi özen göstermiştir.	X	X									
1.5.2 - Azlık hakları esas sözleşme ile sermayenin yirmide birinden daha düşük bir oranda sahip olabilecek tarafların ve azlık haklarının kapsamı esas sözleşmede düzenlenerek genişletilmiştir.					X	X					Türk Ticaret Kanunu ve Sermaye Piyasası Mevzuatı hükümleri uygulanmaktadır.
1.6. KAR PİYASI HAKKI											
1.6.1 - Genel Kurul kararından önceki bir dağıtım politikası ortaklığın kurumsal internet sitesinde kamuya açıklanmıştır.	X	X									
1.6.2 - Kar dağıtım politikası, pay sahiplerine ortaklık genel idarelerinde elde edilecek karın dağıtım oranı ve esaslarını belirlemeye imkân verecek şekilde açıkça açıklanmıştır.	X	X									
1.6.3 - Kar dağıtımına nedenleri ve dağıtımın etkin kullanım için ilgili gündem maddesinde belirtilmiştir.	X	X									
1.6.4 - Yönetim kurulu, kar dağıtım politikasında pay sahiplerinin menfaatleriyle ortaklık menfaat arasında denge sağlanıp sağlanmadığını gözden geçirmiştir.	X	X									
1.7. RAYLARIN DEVRİ											
1.7.1 - Rayların devredilmesi zorlayıcı herhangi bir kısıtlama bulunmamaktadır.	X	X									
2.1. KURUMSAL İNTERNET SİTESİ											
2.1.1 - Şirketin kurumsal internet sitesi, 2.1.1 numaralı kurumsal yönetim ilkesinde yer alan tüm öğeleri içermektedir.	X	X									
2.1.2 - Pay sahipliği raporu (şirketin sermayenin %10'undan fazlasına sahip gerçek kişi pay sahiplerinin adları, imtiyazları, pay adları ve oranı) kurumsal internet sitesinde en az 6 aydır bir güncellenmektedir.	X	X									
2.1.4 - Şirketin kurumsal internet sitesindeki bilgiler Türkiye ile tamamen aynı şekilde olacak şekilde İngilizce olarak yayımlanmış ve güncellenmiştir.			X	X							İngilizce internet sitesi hazırlıkları devam etmekte olup, bölümleri olarak yayımlanmaktadır.
2.2. FAALİYET RAPORU											
2.2.1 - Yönetim kurulu, yıllık faaliyet raporunu şirket faaliyetleri tam ve doğru şekilde yayımlanmasını temin etmektedir.	X	X									
2.2.2 - Yıllık faaliyet raporu, 2.2.2 numaralı ilkele yer alan tüm unsurları içermektedir.	X	X									
3.1. MENFAAT SAHİPLERİNİN İLİŞKİN ŞİRKET POLİTİKASI											
3.1.1 - Menfaat sahiplerinin hakları ilgili düzenlemeler, sözleşmeler ve diğer kurullar çerçevesinde korunmaktadır.	X	X									
3.1.2 - Menfaat sahiplerinin haklarıyla ilgili politika ve prosedürler şirketin kurumsal internet sitesinde yayımlanmaktadır.					X	X					İlgili politika ve prosedürlerin yasılı hale getirilerek yayımlanması için çalışmalar başlanmıştır. Hedeflenmektedir.
3.1.4 - Menfaat sahiplerinin, mevzuata aykırı ve etik açıdan uygun olmayan iştirakler bildirmesi için gerekli mekanizmalar oluşturulmuştur.	X	X									
3.1.5 - Şirket, menfaat sahipleri arasındaki çıkar çatışmasını dengeli bir şekilde ele almaktadır.	X	X									



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3.2. MENFAAT SAHİPLERİN ŞİRKET YÖNETİMİNE KATILIMININ DENEMLERİ										
3.2.1 - Çalışanların yönetime katılımı, esas sözleşme veya diğer içi yönetmeliklere düzenlenmiştir.				X	X					Çalışanların yönetime katılımı ilgili fonksiyon, performans ve diğer ücretleri kriterleri göz önünde bulundurularak çalışma grupları ve görev etimlerini ile gerçekleştirilmekte olup, esas sözleşme ve şirket içi yönetmeliklerde belirtilmemiştir.
3.2.2 - Mevcut çalışan bakımından sonuç doğuran önemli kararlar mevcut çalışanların görüşlerini almak üzere anket / konsültasyon gibi yöntemler uygulanmıştır.	X	X								
3.3. ŞİRKETİN İNSAN KAYNAKLARI POLİTİKASI										
3.3.1 - Şirket fiyat eşitliği sağlayan bir istihdam politikası ve tüm içi yönetici pozisyonları için bir haklıyet politikası benimsemiştir.			X	X						Fırsat eşitliği sağlayan İnsan Kaynakları politikası mevcuttur ancak haklıyet planlaması tanımlanmamıştır.
3.3.2 - Personel alımıyla ilgili ölçütler yazılı olarak belirlenmiştir.	X	X								
3.3.3 - Şirketin bir insan kaynakları departmanı bulunmakta ve bu departman çalışanları için eğitimler düzenlemektedir.	X	X								
3.3.4 - Şirketin finansal durumu, ücretlendirme, kariyer planlaması, eğitim ve diğer gibi konularda çalışanları bilgilendirmeye yönelik toplantılar düzenlenmiştir.	X	X								
3.3.5 - Çalışanları etkileyecek kararlar kararlaştırılır ve çalışan temsilcilerine bildirilir. Bu konularda ilgili sendikaların da görüşü alınmıştır.	X	X								
3.3.6 - Görev tanımları ve performans kriterleri tüm çalışanlar için ayrılmış olarak hazırlanarak çalışanlara duyurulmuş ve ücretlendirme kararlarında kullanılmaktadır.			X	X						Görev tanımları ve şirket performans hedefleri çalışanlara duyurulmaktadır. Kişisel performans hedefleri uygulanmamaktadır.
3.3.7 - Çalışanlar arasında kiminle çalışılmaması ile çalışanlar şirket içi fiziksel, ruhsal ve duygusal açıdan kötü muamelelere karşı koruyucu yönelik prosedürler, eğitimler, teknik destek, hedefer, isteme, diğer diğer mekânizmaları gibi düzenlenmiştir.	X	X								
3.3.8 - Şirket, demark kurma özgürlüğü ve toplu iş sözleşmesi hakkını etkin bir biçimde savunmasını desteklemektedir.	X	X								
3.3.9 - Çalışanlar için güvenli bir çalışma ortamı sağlanmaktadır.	X	X								
3.4. MÜŞTERİLER VE TEDARİKÇİLERİ İLİŞKİLERİ										
3.4.1 - Şirket, müşteri, tedarikçi memnuniyetini ölçmektedir ve kapsamlı müşteri memnuniyet anketiyle faaliyet göstermektedir.	X	X								
3.4.2 - Müşterinin satın aldığı mal ve hizmete ilişkin taleplerinin işleme konularında geçirme durumunda bu durum müşterilere bildirilmektedir.	X	X								
3.4.3 - Şirket mal ve hizmetleri ilgili kalite standartlarına bağlıdır.	X	X								
3.4.4 - Şirket, müşteri ve tedarikçileri için bir kapsamındaki hassas bilgilerin paylaşım konularında yönelik kontrollerine sahiptir.	X	X								
3.5. ETİK KURALLAR VE SOSYAL SORUMLULUK										
3.5.1 - Yönetim kurulu Etik Davranış Kuralları belirleyen şirket kurumsal internet sitesinde yayımlanmıştır.			X	X						Yönetim kurulu Etik Davranış Kuralları belirlenmiş olup, 2024 yılı içinde etik davranış kuralları belirleyen politika Yönetim Kurulu'na da içerek şekilde hazırlanarak İnternet Sitesinde yayımlanacaktır. İnternet sitesinde yayınlanmamıştır.
3.5.2 - Ortaklık, sosyal sorumluluk konularında duyulur. Yokluk ve ilgiliye dönüştürme yönelik tedbirler alınmıştır.	X	X								
4.1. YÖNETİM KURULUNUN İSLEVİ										
4.1.1 - Yönetim kurulu, strateji ve riskleri şirket için vadeyi belirlemek üzere kararlar almakla ve etkin bir şekilde yönetimi uygulamaları sağlamaktadır.	X	X								
4.1.2 - Toplam gücünden ve tabanından, yönetim kurulunun şirketin stratejik hedeflerini tartışarak oluşturulmuş, ilgili ve duyulan kaynakları belirlediği ve yönetimin performansını denetlediği ortaya koymaktadır.	X	X								
4.2. YÖNETİM KURULUNUN FAALİYET ESASLARI										
4.2.1 - Yönetim kurulu faaliyetlerini baskınlığı ve pay sahiplerinin bilgisine sunmaktadır.	X	X								
4.2.2 - Yönetim kurulu üyelerinin görev ve yetkileri yıllık faaliyet raporunda açıklanmıştır.	X	X								
4.2.3 - Yönetim kurulu, şirketin baskınlığı ve faaliyetlerinin kapsamına uygun bir iç kontrol sistemi oluşturmuştur.	X	X								
4.2.4 - İç kontrol sisteminin işlevi ve etkinliğine dair bilgiler yıllık faaliyet raporunda yer almıştır.	X	X								Faaliyet raporuna eklenecektir.
4.2.5 - Yönetim kurulu başkan ve iktisadî başkan (genel müdür) görevleri bir arada yürütmüş ve tanımlanmıştır.	X	X								
4.2.7 - Yönetim kurulu, yönetim raporları bölümü ve kurumsal yönetim komitesinin üyesi bir şekilde görevlerini sürdürmektedir ve şirketin pay sahiplerini temsil etmekte olanları bilgilendirmektedir ve pay sahipleriyle iletişimi sağlamak için gerekli olanları belirlemektedir.	X	X								
4.2.8 - Yönetim kurulu üyelerinin görevleri sorumlulukları ile şirketin sebep olabileceği zararlar için şirketin, sermayesinin %25'ini aşan bir bedelle yönetim sorumluluğu güncellenmiştir.	X	X								
4.3. YÖNETİM KURULUNUN YAPISI										
4.3.9 - Şirketin yönetim kurulunda, kadın üye oranı için %25'lik bir hedef belirlenmiş ve amaçla ulaşmak için politika oluşturulmuştur. Yönetim kurulu yapısı yıllık olarak güncellenmektedir ve aday belirleme süreci bu politika için uygun şekilde gerçekleştirilmektedir.				X	X					Mevcutta kadın Yönetim kurulu üye sayısı için %25 oranında hedef bulunmaktadır. 2023 yılı sonu itibarıyla kadın üye oranımız %17'dir.
4.3.10 - Denetimden sorumlu komite üyesi olmayan en az birinin denetim/muhasebe ve iktisadî konularında 3 yıllık tecrübesi vardır.	X	X								