KAMUYU AYDINLATMA PLATFORMU

RAY SİGORTA A.Ş.
Corporate Governance Information Form 2020 - Annual Notification

Summary

Corporate Governance Information Form 2020 Annuel Report

MERKEZİ KAYIT İSTANBUL

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	None
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	None
The number of special audit requests that were accepted at the General Shareholders' Meeting	None
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/823144
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	None
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)	None
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)	None
The name of the section on the corporate website that demonstrates the donation policy of the company	None
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	None
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	None
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	No Participation
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	% 94,96
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.	None
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	https://www.raysigorta.com.tr/About/General/296/dividend-distribution-policy
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.	https://www.kap.org.tr/tr/Bildirim/833451
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/tr/Bildirim/833451

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
30/03/2020	0	% 94,96	% 0	% 94,96	https://www.raysigorta.com.tr/About/General/104/genel-kurul-toplantilari	no questions	8	62	https://www.kap.org.tr/tr/Bildirim/833451

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.	Investor Relation
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.	Company Overwiew/ Shareholder Structure
List of languages for which the website is available	English and Turkish
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
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	Board of Directors' Report
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	Board of Directors' Report
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Legal Amendments
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	No
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	No

	f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	No
	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	Human Resources Practices

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	During the claims
The number of definitive convictions the company was subject to in relation to breach of employee rights	According to the company's policy, no information is given
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Director
The contact detail of the company alert mechanism	info@raysigorta.com.tr
3.2. Supporting the Participation of the Stakeholders in the Corporation’s Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Company's internal portal
Corporate bodies where employees are actually represented	Employees Health and Security Comittee
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	Board of Directors appoints the top Manager
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.	Can be reached in Annual Report and Company's internal Portal
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunuyor (There is an employee stock ownersip 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.	Can be reached in Annual Report and Company's internal Port
The number of definitive convictions the company is subject to in relation to health and safety measures	None
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Incestor Relations / Codes of Ethics

	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.	Ray Sigorta in Press
	Any measures combating any kind of corruption including embezzlement and bribery	Can be reached in Company's internal Portal

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	18/12/2020
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	Dr.Peter Thirring and Dr.Martin Simhandl have jointly unlimited grant of powers and Koray Erdogan is CEO
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	Risk Management and Internal Control Systems
Name of the Chairman	Dr.Peter Thirring
Name of the CEO	Koray Erdoğan
If the CEO and Chair functions are combined: provide the link to the relevant PDP annoucement providing the rationale for such combined roles	None
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	None
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None
The number and ratio of female directors within the Board of Directors	None

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

Dr.Peter Thirring	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	08/08/2018		İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Dr.Martin Simhandl	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	12/04/2011		İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Gerhard Lahner	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	20/05/2020		İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Dr.İsmail Hakkı Ergener	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	18/09/2012		İlgisiz (Not applicable)	Evet (Yes)	Evet (Yes)
Dr.Josef Aigner	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2013		İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
Gerald Klemensich	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	11/06/2014		İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
Kemal Bozyiğit	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	04/07/2017	https://www.kap.org.tr/tr/Bildirim/614640	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Yılmaz Korap	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	07/08/2018	https://www.kap.org.tr/tr/Bildirim/688359	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Koray Erdoğan	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	01/08/2015		İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	4
Director average attendance rate at board meetings	% 97
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	15
The name of the section on the corporate website that demonstrates information about the board charter	None
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors' Report
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/362263

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)		Kemal Bozyiğit	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Yılmaz Korap	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Kemal Bozyiğit	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (		Dr.Martin Simhandl	Hayır (No)	

Committee of Early Detection of Risk)				Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Gerald Klemensich	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Kemal Bozyiğit	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Dr.Peter Thirring	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Gerald Klemensich	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Haldun Yeni	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

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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)	Board of Directors' Report
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)	Board of Directors' Report
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)	CGC Board of Directors' Report
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)	Board of Directors' Report
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)	CGC Board of Directors' Repo
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)	Technical Results
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Invertor Relation / Policies
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 and Other Benefits to Member of Management Body and Management Board

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	4

Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 33	6	6
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 25	1	1