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**KAMUYU AYDINLATMA PLATFORMU**

**RAY SİGORTA A.Ş.**  
**Corporate Governance Information Form**  
**2024 - Annual Notification**

**Summary**

Corporate Governance Information Form 2024 - Annual Notification



## 1. SHAREHOLDERS

Related Companies 0

Related Funds 0

<b>1. SHAREHOLDERS</b>		
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>		
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	None	
<b>1.2. Right to Obtain and Examine Information</b>		
The number of special audit request(s)	None	
The number of special audit requests that were accepted at the General Shareholders' Meeting	None	
<b>1.3. General Assembly</b>		
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/en/Bildirim/1295759">https://www.kap.org.tr/en/Bildirim/1295759</a> and <a href="https://www.kap.org.tr/en/Bildirim/1302309">https://www.kap.org.tr/en/Bildirim/1302309</a>	
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 Communiqué 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 Communiqué 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	<a href="https://www.kap.org.tr/en/Bildirim/1307142">https://www.kap.org.tr/en/Bildirim/1307142</a>	
<b>1.4. Voting Rights</b>		
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



## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
<b>2.1. Corporate Website</b>	
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 Overview/ Shareholder Structure
List of languages for which the website is available	English and Turkish
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
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	MATERIAL CHANGES AND REVISIONS IN LEGISLATION IN THE YEAR 2024
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

<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>No</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>Talent and Culture</p>

## 3. STAKEHOLDERS

3. STAKEHOLDERS	
<b>3.1. Corporation's Policy on Stakeholders</b>	
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)	Internal Audit Directore
The contact detail of the company alert mechanism	rayeXpress / notification line
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
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 Committee
<b>3.3. Human Resources Policy</b>	
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 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.	Can be reached in Annual Report and Company's internal Portal
The number of definitive convictions the company is subject to in relation to health and safety measures	None
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	Investor 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.

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Annual Report Talent &  
Culture

Any measures combating any kind of corruption including embezzlement and bribery

Can be reached in  
Company's internal  
Portal



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 Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	20/05/2020	-	İlgisiz (Not applicable)	Hayır (No)	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)	Evet (Yes)
Kemal Uzunaksu	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	27/04/2021	<a href="https://www.kap.org.tr/en/Bildirim/1307211">https://www.kap.org.tr/en/Bildirim/1307211</a>	Değerlendirildi ( Considered)	Evet (Yes)	Hayır (No)
Koray Erdoğan	İcrada görevli (Executive)	Bağımsız üye değil ( Not independent director)	01/08/2015	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Wolfgang Hesoun	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	25/12/2023	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Memet Serhat Yücel	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	05/07/2024	<a href="https://www.kap.org.tr/en/Bildirim/1307211">https://www.kap.org.tr/en/Bildirim/1307211</a>	Değerlendirildi ( Considered)	Hayır (No)	Evet (Yes)
Andreas Haschka	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	05/07/2024	<a href="https://www.kap.org.tr/en/Bildirim/1307211">https://www.kap.org.tr/en/Bildirim/1307211</a>	Değerlendirildi ( Considered)	Hayır (No)	Evet (Yes)
Serkan Akman	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	05/07/2024	<a href="https://www.kap.org.tr/en/Bildirim/1307211">https://www.kap.org.tr/en/Bildirim/1307211</a>	Değerlendirildi ( Considered)	Hayır (No)	Hayır (No)

## 4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
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	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
<b>4.5. Board Committees</b>	
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	<a href="https://www.kap.org.tr/tr/Bildirim/362263">https://www.kap.org.tr/tr/Bildirim/362263</a>

### 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)	-	M.Serhat Yücel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Andreas Haschka	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Kemal Uzunaksu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Serkan Akman	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	M.Serhat Yücel	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)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Gerald Klemensich	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Dr.Martin Simhandl	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	M.Serhat Yücel	Evet (Yes)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
<b>4.5. Board Committees-II</b>	
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' Report
<b>4.6. Financial Rights</b>	
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)		% 100	% 25	1	3