

# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## CHAPTER I- STATEMENT FOR COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

ASELSAN, in scope of the Corporate Governance Principles which has been implemented by Capital Markets Board (CMB) since 2003, has been making efforts to work in compliance with the principles under the titles shareholders, public disclosure and transparency, stakeholders and Board of Directors.

ASELSAN, adopting the corporate governance understanding as a principle, was rated with a grade of 8,77 out of 10 as the result of the corporate rating studies carried out by SAHA Corporate Governance and Credit Rating Services Inc (SAHA) first in 2012 and therefore was included in the Borsa İstanbul Corporate Governance Index.

In 2023, as a result of the assessment made by SAHA, our rating, which was 9.34 out of 10 on 09.12.2022, reached its historical peak by rising to 9.41 as of 08.12.2023. The reason for the upward revision in our rating is that the damages that may be caused by the members of the board of directors during the execution of their duties are insured for an amount exceeding 25% of the company's capital and this issue is disclosed on Public Disclosure Platform (PDP) and the powers of the Chairman of the Board of Directors and the Chief Executive Officer/General Manager are clearly separated.

Corporate governance rating grade shows to what extent the companies comply with the corporate governance principles set out by the CMB. The Company's compliance level with the principles is defined with a methodology measuring under the main titles Shareholders, Public Disclosure and Transparency, Stakeholders and Board of Directors. Within this context, the methodology that is based on the "Corporate Governance Principles" published by CMB in January 2014, was used in the rating made by SAHA.

The ratings of 2022 and 2023 and the subtitles are given below:

2022 Rating Distribution	2023 Rating Distribution
Shareholders : 89,59 / 100	Shareholders : 89,59 / 100
Public Disclosure and Transparency : 98,72 / 100	Public Disclosure and Transparency : 98,72 / 100
Stakeholders : 99,17 / 100	Stakeholders : 99,17 / 100
Board of Directors : 89,82 / 100	Board of Directors : 91,88 / 100
<b>Average 9,34 / 10,00</b>	<b>Average 9,41 / 10,00</b>

ASELSAN Corporate Rating Reports published by SAHA are available in Turkish and English on the Company's website at [www.aselsan.com/en](http://www.aselsan.com/en)

ASELSAN is in full compliance with all the mandatory principles of Corporate Governance Principles. There are no conflicts of interest arising because of the arbitrary principles where compliance has not been achieved. The titles regarding the arbitrary principles, where compliance has not been achieved yet, are given below and are explained in detail through the Compliance Report.

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- No recognition of minority rights to those who own less than twentieth of the capital indicated in the Articles of Association,
- Group A shares having the privileges on Board nominations and the transfer of those shares being subject to permission,
- The fact that although the mechanisms enabling the participation of stakeholders in the management of the company are built, they are not included in the Articles of Association.
- Non-existence of a judgement in the Articles of Association; declaring that shareholders may individually demand special audit of certain incidents from the General Assembly even if it is not on the meeting agenda, under the condition that the right to ask to obtain information and to examine has been used before and if the exercise of shareholders rights is necessary,
- The article "Group A shares shall not be sold or transferred without the consent of the Board of Directors because of the Company's operations in security and defence industry; in the event that these shares are transferred or sold to third parties partially or completely without the consent of the Board of Directors, the Board of Directors is entitled to abstain from recording this sale in the records" in the Articles of Association of the Company,
- The fact that a target, where the ratio of the female members should not be less than 25%, was not set and that there is not a written company policy on that issue,
- Not disclosing the compensation of board of directors and executive managers or the benefits provided to them per each individual,

With the resolution of CMB, numbered 2/49 and dated 10.01.2019, it has been decided that companies shall make their Corporate Governance Compliance Reporting, which is made in accordance with the Corporate Governance Communiqué numbered II-17.1, by filling the Corporate Governance Compliance Report and Corporate Management Information Form templates via the PDP. In accordance with this decision, our Company filled the relevant templates in PDP and added the templates to the end of the report as Appendix-1.

Corporate Governance Committee will carry on the necessary efforts in order to achieve full compliance with Corporate Governance Principles.

İsmail ARI

Independent Member of Board of Directors  
Corporate Governance Committee Chairman

Mustafa Murat ŞEKER

Member of Board of Directors  
Member of Corporate Governance Committee

Ahmet YOZGATLIGİL

Member of Board of Directors  
Member of Corporate Governance Committee

Pınar ÇELEBİ

Investor Relations Manager  
Member of Corporate Governance Committee

## CHAPTER II- SHAREHOLDERS

### 2.1. Investor Relations Department

The information regarding Investor Relations Department responsible for the relations with shareholders is given below.

Yunus POYRAZ	: Chief Financial Officer / Vice President
Fatih BOZ	: Finance Director
Pınar ÇELEBİ	: Investor Relations Manager
Gülru SELÇUK FİLİZ	: Investor Relations Department / Senior Leader Specialist
Hüseyin Ada ACUN	: Investor Relations Department / Senior Specialist

#### Contact Information

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Investor Relations Department has submitted the report regarding the tasks carried during 2022, to Board of Directors on 31.01.2023.

Pınar ÇELEBİ, Investor Relations Manager, has Capital Markets Transactions Level-3 and Corporate Governance Rating Expertise Licenses.

Main operations carried out by Investor Relations Department during 2023 are as follows:

- Maintenance of the exercise of partnership rights of shareholders, updated and safe records regarding shareholders,
- Coordination of public disclosure of material events,
- Answering the written inquiries of shareholders regarding the company, excluding the information considered as confidential, trade secret and which was not disclosed to public,
- Ensuring the execution of General Assembly meeting in compliance with the regulation in force, Articles of Association and other company regulations, records being kept regarding the ballots and the results being reported to shareholders,
- Monitoring of every issue regarding the public disclosure including the regulations and company policies on information,
- Execution of tasks assigned by Corporate Governance Committee,
- Operation of transactions regarding dividend distribution and tasks regarding Corporate Governance Principles,
- Within the scope of the dividend distribution decision, to increase the capital by bonus issue and distribute it to shareholders as dividend,
- Managing the process of registered authorized capital increase and the process of amendment of the articles of association,
- Coordination of updating the list of people who have access to insider information; informing those people in purpose of protecting the insider information and making sure they follow the confidentiality rules until financial and operational results are disclosed to public,
- Coordination of preparation and publishing of Sustainability Report,
- Preparing the information requested for the Borsa Istanbul Sustainability Index, entering the information in the relevant fields and ensuring the coordination within the company,

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- Preparing the information requested for the Borsa Istanbul Participation Index and entering the information in the relevant fields,
- Performing the tasks regarding the compensation of the beneficiaries with the capital market instruments, the property of which has been lapsed to the Investor Compensation Center (ICC) and have become valid again,
- Answering investors' questions via the Voice Response System, report the phone calls,
- Manage the content of the Investor Relations section on corporate website.

The Investor Relations Department accepted the meeting requests of domestic/foreign corporate and individual investors to the maximum extent in 2023. In this context, a total of 99 investor meetings were held, 20 of which were held at the IDEF 2023 Fair, 35 of which were one-on-one meetings held at intermediary organizations and on-site visits, 41 of which were teleconferences, and 3 of which were held at ASELSAN facilities. Additionally, approximately 1.000 retail shareholders' questions regarding fluctuations in the stock price, exercising shareholder rights, material event disclosures made, financial tables, etc. were answered either written or verbally in 2023.

The information and explanations, which may affect the exercise of shareholders rights, are provided in the company website.

### **2.2. Exercising of Information Acquisition Rights of the Shareholders**

Investor Relations Department has taken care of every written and verbal inquiry of all shareholders in 2023 with the most accurate and fastest way. It has paid attention to respond to all the information demands of shareholders with complete and comprehensible responses.

Investor Relations Department has been using Turkish and English website [www.aselsan.com/en](http://www.aselsan.com/en) actively in order to inform ASELSAN's investors on a timely and accurate basis and has been updating the information given on the web constantly. The electronic platform on our website is being effectively used regarding the issues that may affect exercising of the shareholders rights. The material event disclosures made through Public Disclosure Platform incorporated under Borsa İstanbul are being disclosed both in Turkish and in English from 26.10.2015 onwards, the material event disclosure and other notifications are being published on our corporate website in Turkish and in English on the same day. In general, any changes occurred in the Company structure are immediately announced on our website and the investor presentations are constantly updated. Information on capital increases and dividend distribution is also submitted to our investors' knowledge on the website. In addition, notifications regarding the attendance of shareholders to the General Assembly and electronic general assembly principles within the context of the new Turkish Code of Commerce (TCC) are being made.

Full compliance of both Turkish and English chapters on "Investor Relations" of our company's website as per the regulations was achieved.

Within the context of regulations of CMB, in 2023;

- General Assembly documents within legal deadlines,
- General Assembly minutes and participants list,
- 2022 Annual Report was uploaded to website
- The reports for the 1<sup>st</sup> quarter, 2<sup>nd</sup> quarter, and 3<sup>rd</sup> quarter period for 2023,
- The investor presentations which are updated every 3 months,
- Disclosure of material events made in 2023,

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- Our Company's consolidated financial statements and basic performance indicators for the last 5 years along with the Financial Report,
- Forward looking evaluations,
- Earnings Release has been published,
- Investor Calendar
- Corporate Governance Principles Compliance Report,
- Articles of Association,
- Shareholding structure and privileged shares,
- ASELSAN Sustainability Report,
- Board Committees,
- Corporate Governance Committee Meeting Minutes,
- Corporate Governance Rating Report,
- Credit Rating Report,
- Share data fields have been updated.

were published on the website in Turkish and English.

Due to the reason that a regulation is present within the TCC numbered 6102 according to which the shareholders will be able to request from the General Assembly the assignment of a special auditor for the inspection and disclosure of the financial status, and due to the reason that the law and the relevant legislation are considered for the issues not present in the Articles of Association of the Company, there is no respective provision with regard to this issue in the Articles of Association. There was no request of any shareholders with respect to the assignment of a special auditor in 2023.

### 2.3. General Assembly Meetings

The agenda and invitation for the 48<sup>th</sup> Ordinary General Assembly Meeting held on 26.04.2023 and the 10<sup>th</sup> Extraordinary General Assembly Meeting held on 22.09.2023 were duly announced on 03.04.2023, 18.08.2023 and 21.08.2023, respectively, in a daily newspaper published throughout Türkiye, on the website and in the Turkish Trade Registry Gazette on 03.04.2023, 18.08.2023 and 21.08.2023, respectively, in a manner to include all necessary information. Furthermore, the invitation was sent to the main shareholders and the shareholders who attended the previous meeting via mail two weeks prior to the General Assembly. The 48<sup>th</sup> Ordinary General Assembly Meeting was held on 26.04.2023 with the representation of a total of TL 1.829.540.503,84 out of 2.280.000.000.000 shares representing the issued capital of TL 2.280.000.000.000, of which TL 486.691,92 shares were represented in person, TL 137.323.863 shares were represented by the depositing representatives and TL 1.691.651.248,92 shares were represented by other representatives. The decisions taken at the meeting were registered on 27.04.2023 and announced in the Trade Registry Gazette on 28.04.2023.

The 10<sup>th</sup> Extraordinary General Assembly Meeting was held on 22.09.2023 with a total of TL 3.606.399.296,84 out of 4.560.000.000 shares representing the issued capital of TL 4.560.000.000, of which TL 663.825 shares were represented in person, TL 221.842.674 shares were represented by the depositary representatives and TL 3.383.892.797,84 shares were represented by other representatives. The decisions taken at the meeting were registered and announced in the Trade Registry Gazette on 04.10.2023.

In accordance with CMB regulations, the Ordinary General Assembly Meeting was also held electronically simultaneously with the physical meeting and the media did not attend the meeting.

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In scope of the Communiqué on Corporate Governance numbered II.17-1 of CMB, three weeks before the General Assembly Meetings in 2023, on 30.03.2023 and 17.08.2023, Information Documents containing all details regarding the General Assembly Meeting were announced on PDP and were published on our Company website. The annual report was made available for the review of shareholders at the headquarters 15 days prior to the date of the Ordinary General Assembly Meeting, and was provided to shareholders who applied to attend the general shareholders' meeting and to those who requested it.

For the facilitation of physical attendance to General Assembly Meetings in 2023, transportation from central spots to our Akyurt facility was provided for our shareholders.

In the General Assembly Meetings in 2023, the shareholders were informed regarding the presence of managing members, all the Board of Directors members and auditors at the meeting. No proposals were set forth by the shareholders during the meeting regarding the agenda. The shareholders exercised their rights to ask questions regarding the topics in the agenda and the answers to the questions took place in the General Assembly Meetings minutes. There are no questions, which has not been answered in the General Assembly Meetings and answered by the Investor Relations Department later on. Within the period, there have not been any transactions of which their resolutions were submitted to General Assembly because the confirmative vote of the majority of the independent board members are required where as they have voted negatively. The minutes of the General Assembly Meeting held in 2023 can be accessed from the website of our Company.

The shareholders were informed about donations and aids were made in 2022, with a separate agenda item at the 48<sup>th</sup> Ordinary General Assembly Meeting.

### **2.4. Right to Vote and Minority Rights**

In article 25 of the Articles of Association titled "Right to Vote", there is a provision stating that "the Shareholders and their representatives who are present at the Ordinary and Extraordinary General Assemblies shall have one right to vote for each share" and there is no privilege or no upper limit pertaining to the numbers of votes. The right to vote arises as soon as the share is acquired and there is no regulation setting forth that the vote shall be used when a certain time passes after the acquisition date of the share.

The regulations regarding the voting of the shareholders through their representatives are followed by; in the event of a legal representation, it is certified and the open proxy rule is applied.

Particular attention is paid in exercising the minority rights in our Company and the provisions of Turkish Code of Commerce and the relevant legislation regarding minority rights are applied as is. All shareholders are treated equally in our Company, including the minority and foreign shareholders.

There are no prevailing partners in our Company. In the Articles of Association, there is no provision with respect to the representation of the minority shares in the management and their accumulated casting of votes. Due to the voluntary implementation of this issue regarding the capital market legislation, provision with respect to the current General Assembly quorum is applied.

### 2.5. Dividend Rights

There are no privileges with respect to the participation in the profit gained by the Company. The dividend policy was last revised in 2016 and was submitted to following ordinary general assembly meeting. The dividend policy published on our website is given below.

“The dividend amounts which shall be calculated considering the sustainable growth rate, market capitalization, net working capital requirements, dividend yield and cash flows, equity ratio, with the relevant legislation and the provisions of the articles of association over the distributable profit amount calculated taking the period profit as the basis which is shown on the financial statements of our Company prepared pursuant to the existing legal regulations (after the compulsory legal reserves are reserved and the taxes, funds and financial liabilities and losses of the previous year, if any, are deducted and the donations are added), the profit distribution proposal which shall be prepared by the Board of Directors in order for the shares which shall be issued by means of adding the cash or the dividend on the capital on the date(s) determined pursuant to the regulations of the Capital Markets Board to be distributed targeting at least %10 of net profit in cash in the defined amounts or as bonus shares or partly in cash, partly as bonus shares in defined amounts, shall be submitted to the approval of the General Assembly. Following the approval of the General Assembly, the determined dividends are distributed to the shareholders within the legal periods on the date determined by the General Assembly.

There is no privilege to participate to the profit of our Company. The dividends are distributed equally regardless of all the existing shares and their issue and acquiring dates.

In case of a revision made on the Dividend Policy, the resolution of Board of Directors regarding this revision and the reason for revision shall be publicly announced with respect to the legislation of Capital Markets Board.”

The net distributable profit calculated within the scope of the profit distribution decision taken at the Ordinary General Assembly Meeting held on 26.04.2023 within the framework of the Capital Markets Law and other legal regulations and the provisions of the articles of association, is equal to TL 400.000.000,- (Kuruş 8,77194 per share of TL 1 and 8,77194% on the basis of the capital) (net TL 360.000.000,- Kuruş 7,89475 per share of TL 1 and 7,89475% on the basis of the capital) shall be distributed in the form of cash, The said profit distribution rates, which were decided at the Ordinary General Assembly meeting, were announced on the PDP. Of the dividends decided to be distributed, it was paid on 22.11.2023. In addition, it was decided to distribute 100% of the issued capital (TL 2.280.000.000) as dividend to the shareholders to be covered from the profit of 2022, and the registration procedures regarding the capital change were completed on 23.08.2023. On 25.08.2023, the capital of our company increased from TL 2.280.000.000 to TL 4.560.000.000.

### 2.6. Transfer of Shares

The transfer of the nominated Group A shares representing majority part of the capital and which are not traded in Borsa İstanbul has been restricted with the provision of article 6 of the Articles of Association stating “As the company operates in security and defense sector; Group A shares shall not be sold or transferred without the consent of the Board of Directors; in the event that these shares are transferred or sold to third parties partially or completely without the consent of the Board of Directors, the Board of Directors is entitled to abstain from recording this sale in the records”.

## CHAPTER III- PUBLIC DISCLOSURE AND TRANSPARENCY

### 3.1. Company Website and its Content

In order to inform our shareholders in a timely and accurate manner within the context of public disclosure and transparency; the website of the Company at the address [www.aselsan.com/en](http://www.aselsan.com/en) in Turkish and English is actively used and the information published on the web are updated regularly.

The section “Investor Relations” is included on our website also comprising the issues listed in article 2.1.1 of the corporate governance principles of Communiqué on Corporate Governance numbered II-17.1 issued by CMB on 03.01.2014.

Under “Investor Relations” section;

#### 1. Corporate Governance

- 1.1 Shareholder Structure and Privileged Shares
- 1.2 Board of Directors
- 1.3 Key Resolutions of Board of Directors
- 1.4 Board Committees
- 1.5 Articles of Association
- 1.6 Company Profile and Trade Register Information
- 1.7 Policies
- 1.8 Ethical Principles
- 1.9 Corporate Governance Rating
- 1.10 Credit Rating
- 1.10 General Assembly Meeting
- 1.11 Compliance with Corporate Governance Principles

#### 2. Financial and Operational Data

- 2.1 Financial Reports
- 2.2 Financial Highlights
- 2.3 Investor Presentations
- 2.4 Board of Directors Reports
- 2.5 Earnings Release

#### 3. Stock Info

- 3.1 Stock ID
- 3.2 Capital Increases
- 3.3 Analyst Coverage
- 3.4 Dividend Info

#### 4. BIST Disclosures

#### 5. Annual Reports

#### 6. Investor Calendar

#### 7. FAQ

chapters exist. Necessary records and information are included under these titles. The information given on the Turkish website under “Investor Relations” section is included entirely on the English website.

### 3.2. Annual Report

The Board of Directors prepare the annual report in detail regarding the operations of the Company and enable the public to reach complete and accurate information that can be



comprehensive. The 2022 annual report of our Company was prepared as per the Turkish Code of Commerce numbered 6102, the Regulation Regarding the Determination of the Minimum Content of the Annual Reports of Companies issued by the Ministry of Customs and Trade, the Communiqué Regarding the Principles Related to Financial Reporting in the Capital Market and the Communiqué Regarding the Determination and Implementation of the Corporate Governance Principles, both issued by the CMB.

### CHAPTER IV- STAKEHOLDERS

#### 4.1. Informing the Stakeholders

The information requests of stakeholders are keenly handled and attention is paid in responding these accurately and in an understandable manner. Our employees are informed with an employee hand book and informative presentations over the intranet; continuous access to data and support is provided through help desk application over the intranet. Nonetheless, general and personal data that can be necessary outside the company are provided to access over the internet.

On the suppliers' side, activities to expand the ASELSAN Supplier Portal and Powerful Together, which were put into use to ensure effective information exchange, continued. Technical development and improvements are continuously made on the Supplier Portal. On-site trainings provided to suppliers, starting with sub-industry companies, continued. In 2023, ASELSAN suppliers were provided with trainings in this context. On-site trainings will continue to be provided in the coming period. In addition, our supplier communication and development activities are carried out on a single interface with the Powerful Together Platform, which was developed specifically for our suppliers and launched in April 2020. In 2023, the most comprehensive training program in the sector was established within the scope of continuous learning and development activities. Employees of the Vice President, Supply Chain Management Office participated in a training program consisting of 14 modules and 116 sessions and lasting approximately 3 months. The training program was digitized and made available to all ASELSAN employees and our suppliers through Gücümüz Bir. Throughout 2023, 102 personnel from our suppliers benefited from 52 different trainings and 705 training services were provided in total.

High quality standards and high technological solutions are offered for services or delivered products with regard to customer needs and expectations so as to meet customer satisfaction. Requirements of these quality standards are met and inspections, tests are applied through every process from projects' start till the delivery phases. Our all processes are administered by directives, quality plans, standards, audits and test instructions. Our processes have been certified by internationally accepted standards such as AS9100, ISO 9001, AQAP and CMMI so that our products and services are secured to protect quality standards. These certificates are renewed every year with the audits performed. Changes and improvements of international standards are being followed and our processes are developed accordingly. Customer satisfaction, which is the primary objective, is evaluated and reported for the access of related executives. In addition, results and trends are evaluated by the senior management on an annual basis and required improvement activities are planned.

It is possible to increase the quality of product and service correspondingly increasing customer satisfaction by supplying the materials used in products from the right and trusted sources. For this purpose, suppliers are subject to product and/or field of activity-based selection, evaluation and auditing processes. These activities that target continuous improvement and high quality standards for suppliers are regarded as playing an important role in eventual

product quality. In this direction, technical, trainings, technology/equipment transfers, on site visits and guidance, on the job trainings are for creating a high quality supplier portfolio. In addition, risk based delivery and quality inspections are conducted in order to clarify ASELSAN's expectations from the firms, increase their awareness and take improving actions. In order to reduce the ASELSAN's burden of design, development and/or production, and to maximize the utilization of suppliers' expertise through the cooperation starting from the design stage, and to have a faster and safer product/service supply chain; Strategic Cooperation Agreements are signed with ASELSAN approved suppliers having adequate technological infrastructure and expertise and that are able to develop themselves technicalwise and to sustain long-term relationship with ASELSAN. Within this context, ASELSAN approved suppliers are continuously evaluated and annually the number of firms that sign Strategic Cooperation Agreements with ASELSAN is being increased in order to enrich the Strategic Cooperation network. All information is shared within the context of confidentiality with our suppliers, who have the status of our business partners, and it is not permitted to share this information with unauthorized persons and third-party firms. Through related directives, handling any kind of relations between ASELSAN and the suppliers within the scope of law and ethical values, minimizing the occurrence of unsuitable conditions for protecting parties and securing the justice and transparency.

ASELSAN Magazine, published in Turkish and English every 3 months and A Bülten published in Turkish every month, provide information regarding the activities, technical issues and up-to-date social events. Hard copies of ASELSAN Magazine is delivered to the end users of products, shareholders who participated to the General Assembly Meeting, company employees and other related parties. A Bülten is uploaded to the social media, Turkcell Dergilik application and the corporate website right after it is publication.

The Compensation Policy can be accessed from our Company's website under Corporate Governance title.

The members of the Board of Directors and the executives do not perform any activities that may cause shareholders to incur losses or may diminish the Company assets. The subject that no debt shall be given, no loans shall be granted or no pledges such as guarantees in favor thereof may be extended to any members of the Board of Directors or to any employees through the use of ASELSAN assets, is declared within the "ASELSAN Ethical Principles, Values and Conduct Rules Document", which is available on our Company's website.

The e-mail mechanism for the stakeholders to report their complaints regarding the transactions of the company, which are against the legislation or deemed unethical, is stated in the ASELSAN Ethical Principles Policy. The policy has been published on the Turkish and English web site following the approval of the policy. Within the context of the policy, the Ethics Committee is informing the Corporate Governance Committee.

#### **4.2. Participation of Stakeholders in the Management**

ASELSAN observes the sensitivities of the sector where it operates; never compromises on the principles of fairness, transparency, accountability, and responsibility, which are the cornerstones of corporate governance; adds momentum into its consistent growth, and safeguards the interests of stakeholders. In an attempt to bring its lead on domestic platforms to the international arena, the Company works without respite towards full compliance with corporate governance principles and legal regulations.

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In the Articles of Association, there are no provisions regulating the participation of the stakeholders in the management. However, their participation to management shall be supported provided that it does not corrupt the Company activities.

The corporate governance structure of the Company gives the opportunity to all stakeholders including the employees and representatives to convey their worries with regard to transactions, which are inappropriate in terms of legality and ethics.

Our employee suggestion system with the theme of "Development Workshop", which aims to live, keep alive and take our values of development and excellence further together, continued to work in 2023.

Throughout the year, our employees conveyed suggestions to Development Workshop with the following topics; increasing productivity and efficiency, developing business processes, raising the level of quality, reducing cost / increasing income, enhancing employee and customer satisfaction, providing occupational health and safety, improving working conditions and the company image. Each suggestion was evaluated attentively and necessary actions were ensured to be taken.

### **4.3. Human Resources Policy**

ASELSAN updates its Human Resources Policy regularly to maintain its strong employer brand and enhance employee experience. ASELSAN's main focus areas are to manage qualified human resources in full compliance with applicable laws and regulations governing the working life, provide modern employment and working conditions, encourage personal development, and boost work performance. ASELSAN's Human Resources Policy is aimed at creating a fair, respectful, and transparent working environment, and is made up of principles based on the Universal Declaration of Human Rights, the Conventions of the International Labor Organization (ILO) to which the Republic of Türkiye is a party, and the Turkish regulations on labor and social security. Our human resources management policy is a set of principles which creates a fair, respectful and transparent working environment. All employees are responsible for the implementation of the Human Resources Management Policy within the limits of their duties and authorities. Our Human Resources Policy supports a management strategy that not only allows the recruitment of successful and dynamic talents in compliance with vision of ASELSAN but also contributes to sustainable achievement of the company. The strategy also aims to enrich the culture by supporting its employees. Therefore, a lot of new human resources projects have been implemented in 2023.

The basic principles of ASELSAN Human Resources Management Policy are as follows:

- To accept the employees as a social entity with a personality, to respect their personalities, to protect their material and moral rights.
- To ensure that the authorities and responsibilities are fully determined, and to consider the fit of the characteristics of the task and the competencies of the employees.
- Creating equal learning and development opportunities and designing learning programs according to abilities, qualifications and development areas of ASELSAN employees.
- To ensure that the employees are motivated for high performance.
- To ensure that the workforce plan is dynamic and meets the strategic needs of the company.

- To design a career management system which allows employees to ensure their career development and promotion in accordance with their performances.
- To create a peaceful working environment which promotes creative, constructive, honest, well intentioned and open communication.
- To ensure that appointment, dismissal and evaluation procedures are based on objective and egalitarian principles, away from personal criteria.
- To encourage every employee to express their ideas by activating all possible communication channels.
- To encourage each employee for improvement and development, as an individual or team member.
- To make employees feel safe regarding their job security unless their behaviors contradict with ethical rules, general principles and laws.
- To continuously review and revise the human resources management policy, in accordance with the values and strategic plans of the company.
- Not to discriminate based on language, race, gender, disability, political thought, philosophical belief, religion, sect etc. in the business relations.
- Except for compulsory reasons, not to take any different action directly or indirectly due to gender or pregnancy while making, implementing and terminating the employment contract.

63% of our employees stand for the engineering group, 27% for the technician group, 7% for the administrative group, 2% for the office personnel and 1% of the worker group.

Within the scope of the ASELSAN Talent Management Model, short, medium and long-term succession plans are created for managerial and critical roles in order to plan human resources in advance, prepare the organization for the future, and create a sustainable and healthy organization. These succession plans are based on the principle of determining the employees to be appointed to the vacant positions in the event that managerial positions and critical positions at the director and manager level are vacant for various reasons and bringing these employees to a level where they can undertake the said duties. It is under the authority of the Board of Directors to equip the employees determined for key positions with the qualifications required by the relevant positions and to train the relevant employees as the managers of the future, to identify the managers who will come to the key positions, to evaluate the managers who contribute to the realization of the company's strategic goals, and to assign them with an employment policy that provides equal opportunity in the relevant positions.

#### **4.4. Ethical Rules and Social Responsibility**

##### **4.4.1. Ethical Rules**

ASELSAN's Ethical Principles, Values, and Code of Conduct is reviewed and updated regularly to create working environments that comply with ethical principles based on integrity, honesty, and work discipline; prevent unethical behavior; raise awareness on ethical values; and align the Company's practices with ethical principles.

Ethical Principles enable ASELSAN to create and preserve a working environment where ASELSAN employees treat one another with kindness, genuineness, tolerance, and respect, and voice their opinions open-mindedly. Thanks to the mutual trust established in the Company, employees act responsibly and look after not only their interests but also the long-term interests of their society, their Company, and all the stakeholders.

ASELSAN's Ethical Principles Committee is established under the corporate structure and management system of the Company and consists of seven members. Chaired by the Vice President of Supply Chain Management, the Committee consists of the representatives from Internal Audit Presidency, Support Services Directorate, Legal Affairs, and Human Resources, and two ASELSAN employees who are elected with the votes of employees. All ASELSAN employees are entitled to obtain information from the Committee and report any suspected unethical conduct to the Committee. Unethical conduct is promptly inspected by the Committee, which also implements necessary measures in line with the information and contributions received from the Senior Management.

When selecting new hires, utmost attention is paid to choose who are willing to comply with ASELSAN's core values and ethical principles. Every new member of the ASELSAN family takes an onboarding program whereby they go through comprehensive training on ASELSAN's Ethical Principles, Values and Code of Conduct, and ASELSAN's Directive on Ethical Values. New recruits are also tasked with mandatory Ethical Principles, Values, and Code of Conduct; provided a booklet on ethical principles, values, and code of conduct; and are expected to commit to ethical principles specified in the ASELSAN Covenant for Employment. Efforts are undertaken to ensure that all ASELSAN employees internalize ethical values in an environment where they are encouraged to uphold these values in their day-to-day work and at all times after the onboarding period. All ASELSAN employees can apply to the Ethical Principles Committee via the Ethical Principles Help Desk, while external applications are received at etik@aselsan.com.tr. ASELSAN's Ethical Principles Committee regularly announces the applications received and the evaluations made by the Committee to all ASELSAN employees to raise awareness on ethical principles and values. The Ethical Principles Committee presents a report at the Board Meeting every year in January regarding its activities, applications received and evaluations conducted.

The Committee issues certificates of appreciation for employees to encourage employee behavior that help promote ethical principles and values. Meanwhile, necessary steps were taken to send "Glad to Have You" notifications to employees via the "Glad to Have You" app on behalf of the Committee.

#### **4.4.2.Social Responsibility**

##### **4.4.2.1. Environment**

In ASELSAN, where decreasing carbon emission is one of the strategic goals, carbon emission has been monitored since 2009. ASELSAN is the first company among defense industry companies in Türkiye to participate in the climate change study of the UK-based independent Carbon Disclosure Project (CDP), which reports on how climate change risks are managed by companies. Thanks to its leadership on the subject, ASELSAN is among the important defense industry leaders in the world in climate change management with its scores above the global and national average. With the success it received in the first year of CDP Water Reporting, it reflected the value it places on water management. ASELSAN continued its success in CDP Climate Change Supply Chain Management with the studies it has carried out for the value chain.

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ASELSAN aims a sustainable carbon emission management and continues to work on increasing energy efficiency in production, giving priority to energy production technologies that will decrease carbon emission and production of environmentally friendly products as a responsible manufacturer with increasing momentum. Within the scope of the 2050 net zero emission target, ASELSAN set the goal of creating our entire passenger vehicle fleet from electric vehicles by 2030 and converted 25% of our passenger vehicle fleet to electric vehicles in 2023. By 2025, ASELSAN has started to work to meet the electricity consumption of its campuses from renewable energy sources.

ASELSAN was deemed worthy of many national and international awards for its works. We were awarded award in 2023 with our "Climate Change Management" at the UK-based The Green Awards, which is shown among the most prestigious competitions by environmental authorities all over the world. Likewise, our sustainability efforts and climate change management received awards from the U.S.-based The Stevie Awards.

Zero Waste is a system, which gives importance to reuse, decrease in waste production due to service and production, collection of the waste separately according to its type and recycling. By aiming protection of environment and human health, ASELSAN has strengthen its zero-waste management system during 2023. Wastes are collected separately to be recycled in a manner that will add value to the environment and the economy. The lunch leftovers are being shipped to animal shelters and used as organic waste composting and office waste is recycled. Food waste was sent to animal shelters, organic waste was composted and office waste was sent for recycling. Garment and toy collection boxes have been placed in the campus parking areas and delivered to those in need within the scope of social responsibility. Thanks to the vegetable waste oil waste stations placed in the parking lots, vegetable waste oils brought by ASELSAN employees from their homes are sent for recycling.

Having certifications for ISO 45001:2018 Occupational Health and Safety, ISO 14001:2015 Environmental and ISO 14064: 2006 Greenhouse Gas Integrated Management System, we will proceed to take part in pioneer applications through actualization of national and international initiatives. Our work on Occupational Safety, which is one of the biggest indicators of our human-sensitive approach, was appreciated in 2023 with international Rospa awards and British Safety Council awards in England. With the ISO 39001 Road Traffic Safety Management System, the installation of which was completed in 2021 and system development continued in 2023, the company was awarded in the International Traffic Safety category from Road Safety.

In November 2014, Borsa Istanbul (BIST) has launched Sustainability Index that display the performance of January-March 2014 time period for BIST-30 firms in the fields of financial, environmental, social issues and corporate governance. With respect to that, as of this date, ASELSAN started publishing sustainability reports. As a result of the evaluation of our Company on the ASELSAN Sustainability Report, published in Turkish and English for the first time before the Index assessments, ASELSAN was among the 15 firms that were approved to be included in BIST Sustainability Index. In 2021, ASELSAN kept its place in the index as a consequence of the re-evaluation of ASELSAN Sustainability Report that was published in July 2021.

Prepared in Turkish and English, ASELSAN's strategic management, corporate governance, ethical principles, internal audit, bribery and corruption, risk management, communication with stakeholders, supply chain, information systems, facility management, employee development, human rights, occupational health and ASELSAN

Sustainability Report, which includes details on sustainable practices in the fields of safety and environmental management, was published on our Company's website ([www.aselsan.com/en](http://www.aselsan.com/en)) in July 2023.

The valuation methodology used by Borsa Istanbul (BIST) to determine the companies that will be included in the BIST Sustainability Index has been changed, and it has been announced to companies that the sustainability valuation results of Refinitiv Information Limited Şirketi ("Refinitiv") will be used in the determination of companies that will be included in the BIST Sustainability Index as of 2021 valuations. According to the aforementioned rules, companies that are traded in Yıldız Market or that are already included in the BIST Sustainability Index will be subject to a sustainability assessment upon request. Companies subject to sustainability assessment are expected to respond to relevant questions and provide links to their publicly available information via Refinitiv's ESG Contributor Tool (<https://contribute.refinitiv.com/>). Companies have the opportunity to see their notes and update the data they have entered in the relevant field throughout the year. In this context, data entries and updates were made through the Contributor Tool as the Investor Relations Department throughout the year. In addition, internal ASELSAN studies were/coordinated in order to raise ASELSAN's grade within the scope of BIST Sustainability Index. In addition, surveys of independent sustainability rating agencies such as Sustainalytics, S&P Global, FTSE Russell, Corporate Knights Research Global 100 Ranking, Fortune & CRIF were participated.

#### **4.4.2.2. Social**

ASİL Association has implemented many important projects in 2023. Looking back, we have reached out to a total of 3.863 families who were unable to meet their needs due to financial constraints.

- On February 6, 12 trucks of aid materials were sent to the earthquake zone in response to the earthquake centered in Kahramanmaraş and affecting 10 provinces. A tent city with a capacity of 600 beds was established in Hatay and all needs were met. Food, clothing, stationery and household goods were provided to 151 families who came to Ankara from the earthquake zone.
- In Ramadan 2023, zakat aid was provided to 161 families and food vouchers to 45 families.
- Within the scope of education aids, a study center was established for students in the earthquake zone to study. 10,000 tablets were sent to the region through the Ministry of National Education for students in the earthquake zone who will take the YKS and LGS exams. 40 successful students studying at Aselsan Vocational and Technical Anatolian High School were given success scholarships, and 40 needy female students staying at the Credit and Dormitories Institution were given educational support. 1000 students were provided with stationery sets and 60 schools were provided with material support.
- Within the scope of health aids, leg prostheses of families in need were made, surgery costs of patients who could not undergo surgery due to financial impossibility were covered, medicines of patients who could not take their medicines were purchased, and the costs of patients receiving rehabilitation support were covered by our association.
- Clothing vouchers were sent to 549 children in need to buy coats and boots.
- Due to the war in Palestine, 800 ready-made food packages were purchased and sent to the region.

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- In 2023, 193 families received food vouchers and 131 families received clothing vouchers.

ASİL Association will continue to work with all its strength to reach out to many families in need, with the belief and support of its participants, and to add "Hope for the Future, Value to Life".

Tekno Adventure is a corporate social responsibility project implemented by ASELSAN on April 24, 2019. The project aims to instill a love for science, coding and technology production in children, to whom we will entrust our future in a changing world.

In line with this aim, it is aimed to contribute to, inspire and arouse curiosity in children to discover themselves, their environment and the world they live in through science and technology by bringing children together with various activities that both teach and entertain in order to increase their technological literacy.

The project carries out its activities in many different science festivals and events to ensure that children between the ages of 7-13 gain awareness and self-confidence, acquire the ability to develop ideas, combine their imagination with the skills they gain in real life, become technology and code literate, and understand the importance of domestic and national production.

Since its inception, the project has reached many children through both physical and digital channels. Since 2019, more than 56 thousand children have been reached in 8 different cities, 4 different schools, more than 10 festivals, more than 75 educational workshops and experience areas. These activities include the Kit Workshop, Mars Rover, Space Journey-themed 9D cinema and experience areas. In addition, within the scope of ASELSAN 48th Anniversary activities, children had the opportunity to get to know technology and science with a theater play specially prepared for ASELSAN, and they also conducted fun experiments with the science show.

As of December 31, 2023, Tekno Macera has reached a total of more than 21,000 followers on social media, shared educational content has been viewed by approximately 795 thousand people and liked by more than 10 thousand people.

YouTube training videos were viewed by approximately 2.4 million people. Total viewing time reached approximately 170 thousand hours.

## CHAPTER V- BOARD OF DIRECTORS

### 5.1. Structure and Formation of Board of Directors

In our Company, 3 members of 9 members of Board of Directors are independent members. The duties of Nomination Committee are executed by Corporate Governance Committee. The report regarding the evaluation of the list of Independent Members of Board of Directors prepared by Corporate Governance Committee on 05.09.2023 were presented to Board of Directors. Within the scope of CMB's Communiqué on Corporate Governance numbered II.17-1, CMB has not stated any adverse opinion on the nominee list and the evaluation report. The CVs and independence statements of the 5 nominees were announced to public on our website on 18.09.2023. As a result of the voting at the Extraordinary Assembly Meeting on 22.09.2023, 3 nominees were elected as Independent Members of Board of Directors. There is 1 female



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member among the Independent Members of the Board of Directors. There were no cases to eliminate the independency of the Independent Members of the Board of Directors in 2023.

The CVs of the Members of the Board of Directors are included in the annual report and the information with respect to their duty terms is provided in the table below.

Name Surname	Duty	Election Date
Ercümend ARVAS	Chairman	September 2023
Alpaslan KAVAKLIOĞLU	Vice Chairman	April 2019
İsmail ARI	Independent Member	September 2023
Bekir BAYRAKDAR	Member	September 2023
Yavuz ÇELİK	Member (Managing Member)	June 2020
Salih KUL	Independent Member	April 2019
Mustafa Murat ŞEKER	Member (Managing Member)	June 2021
Ebru TÜMER	Independent Member	September 2023
Ahmet YOZGATLIGİL	Member	September 2023
Ahmet AKYOL	CEO	June 2023

In article 13 of the Articles of Association titled “Duties and Authorization of the Board of Directors”, the duties and authorization of the Board of Directors have been defined. Besides, the Board of Directors Working Directive also describes the Duties and Authorization of the Board of Directors. With the article 14 of the Articles of Association titled “Assignment of the Authorization to the CEO”, the assignment of the authorization of the Board of Directors to the CEO has been set out. The duties and authorization of the executives are described in the “Duties and Responsibilities Documents” formed within the Company.

The duties of the Members of the Board of Directors and of the CEO carried out outside the Company, information regarding the term of office and the statements of the board of members with respect to their independencies were given below.

- There is an executive member (CEO) in the Board of Directors.
- The statements of independence of the Independent Members of the Board of Directors have been provided at the annex of the Compliance Report.
- All of our independent board members are strictly independent board members such that
  - none is employed by ASELSAN;
  - none has served in our Board of Directors for more than ten years;
  - none is a shareholder of ASELSAN with more than 5% of holdings;
  - none has cross-board membership neither in the parent company of ASELSAN nor in any affiliates or subsidiaries of ASELSAN;
  - none has recent, immediate family ties to ASELSAN;
  - none accepts any compensation other than compensation for board service.
- The Members of the Board of Directors fulfill their duties without any interest or benefit and pursuant; to the liabilities and authorizations undertaken by the Board of Directors and to the regulations of the Turkish Code of Commerce and CMB.
- Members of the Board of Directors, in accordance with the Working Directive of Board of Directors, are liable not to enter into any commercial treatments directly or indirectly with the Company that coincides with the Company objectives, on their behalf or on behalf of others without the consent of the General Assembly.

### **5.2. Principles of Activity of Board of Directors**

Board of Directors carries out its duties and responsibilities determined with reference to TCC, Capital Market Law and Articles of Association. In this context, the basis of duties and operations are indicated in details in ASELSAN Board of Directors Working Directives.

The agenda of the Board of Directors meetings is formed with the proposals of the Members of the Board of Directors and the committees and the CEO, it is afterwards evaluated by the Board of Directors Chairman and finalized. The subjects emerged as urgent and which are considered worthwhile to discuss may be added to the agenda during the Board of Directors meeting.

As per article 10 of the Articles of Association, the Board of Directors assemble when required and at least once a month. The number of Board of Directors Meetings in 2023 was 14. 97% of the Members of the Board of Directors attended all of the meetings.

The place, date, time and agenda of the next meeting is decided at the Board of Directors Meetings. Documents pertaining to the meeting agenda are sent to the members of Board of Directors at least 3 work days before the meeting by the Presidency.

The Members of the Board of Directors attend the meetings and fulfill their duties as per their authorization and responsibilities. The members who do not attend the meetings submit their excuses.

Board Office is established under Board of Directors in order to coordinate necessary issues in the name of the Board, particularly the relationships with the Presidency and TAFF, to execute planning and support the Board of Directors' operations.

All members have one right to vote, including the chairman. If the numbers of votes are equal, the vote of the chairman does not change the result. Abstaining is not possible, either rejection or acceptance is voted. The vote of the abstaining member is considered as a rejecting vote. The member casting a reject vote states the ground for this in the meeting minutes and undersigns it. According to the article 11 of the Articles of Association titled "Quorum of Meeting and Decision Making"; "The provisions of the TCC, Capital Market Law, regulations of the Capital Markets Board in connection with corporate governance and other relevant legislation are considered with respect to the meetings and decisionmaking quorums of the Board of Directors as well as with respect to any Board of Directors members assuming duties and positions outside the Company. Any action and resolutions taken by the Board of Directors without complying with the Corporate Governance Principles, which are made mandatory as to be complied by the Capital Markets Board, are invalid and considered as in contrary to the Articles of Association". In the operation year 2023, there were no related party transactions or any other significant issue, which had to be submitted to the approval of the general assembly since they were not approved by the Independent Members of the Board of Directors.

The signed decisions are made available to the follow up of the Members of the Board of Directors, senior management and authorized employees in the electronic platform.

Executive Liability Insurance Policy was signed for Board of Directors members on 04.08.2023 with a validity period of 1 year.

### 5.3. Number of Committees Formed in the Board of Directors with Their Structures and Independency

As per the title “Committees Formed in the Board of Directors” in the Communiqué Regarding Determination and Implementation of Corporate Governance Principles by the Capital Markets Board, our Company’s Board of Directors, in the meeting dated 10.04.2012, formed an Audit Committee, Corporate Governance Committee and Early Detection and Management of Risk Committee and announced this to the public. There are no Nomination and Compensation Committees within the Board of Directors and the duties of these are carried out by the Corporate Governance Committee.

The directives of Audit Committee, Corporate Governance Committee and Early Detection and Management of Risk Committee are made available at the website of our Company. The Independent Members of the Board of Directors have duties in more than one committee. This is because it is mandatory that all members of the Audit Committee and the chairman of the other committees should be Independent Members of the Board of Directors.

Boards of Directors have made the annual evaluation of the committees composed under its structure and the evaluation report is available in Annual Report.

The Committees formed by the Board of Directors has not received any consultancy services in 2023.

#### AUDIT COMMITTEE

Committee Members (January – September 2023)

Nurşen SARI	: Chairman / Independent Member of Board of Directors
İbrahim ÖZKOL	: Member / Independent Member of Board of Directors
Turan EROL	: Member / Independent Member of Board of Directors

Committee Members (September – December 2023)

Ebru TÜMER	: Chairman / Independent Member of Board of Directors
İsmail ARI	: Member / Independent Member of Board of Directors
Salih KUL	: Member / Independent Member of Board of Directors

The main duties of the Audit Committee that were set out in the “ASELSAN Audit Committee Work Directives” regulating the working principles of Audit Committee are as follows;

- To enable the disclosure of the financial data of ASELSAN, to pursue the operation and efficiency of the accounting system, independent audit, internal audit and internal control system of the company,
- To assemble at least every 3 months, to share the meeting minutes with the Board of Directors

Meetings were held by Audit Committee on dates 28.02.2023, 26.04.2023, 15.08.2023 and 31.10.2023 regarding the financial statements with the participation of the related independent audit company in 2023. Committee members fully attended these meetings.

In order to increase the efficiency of internal audit, attention was paid to strengthen the cooperation with Internal Audit Presidency and to the supervision of internal audit activities, direct and continuous communication was established between Audit Committee and Internal Audit Presidency. A dimension of this communication; Audit Committee-Internal Audit Presidency coordination meetings in 2023, were held 12 times on dates 23.01.2023,

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28.02.2023, 20.03.2023, 25.04.2023, 23.05.2023, 13.06.2023, 10.07.2023, 15.08.2023, 19.09.2023, 6.10.2023, 22.11.2023, and 15.12.2023

The Committee was active in two main topics in 2023.

### **i. Independent Audit Activities and Works Regarding the Audited Financial Statements:**

“Communiqué on Financial Reporting in Capital Markets” Serial: II, 14.1 regulated the preparation of financial reports and their basis, principles of presentation to the relevant parties. December 2022, March 2023, June 2023 and September 2023 financials and Board of Directors reports were prepared in accordance with the communiqué numbered II, 14.1, and submitted to Board of Directors by Audit Committee and presented to the public via Public Disclosure Platform.

The procurement process for independent audit services for the year 2023 as per the CMB’S communiqué numbered II-14:1, was handled by the Industrialization and Procurement Directorate and the procurement proposal resolution of the Board of Directors regarding procurement of services from “YEDİTEPE Bağımsız Denetim A.Ş.” was submitted for approval on the General Assembly Meeting dated 26.04.2023 and was accepted.

### **ii. Internal Audit Presidency:**

Within the scope of the internal audit activities of the Company, the relations between the Internal Audit Presidency and the Board of Directors have been carried out through Audit Committee. A direct and continuous contact between Audit Committee and Internal Audit Presidency is present.

## **CORPORATE GOVERNANCE COMMITTEE**

Committee Members (January – September 2023)

İbrahim ÖZKOL	: Chairman / Independent Member of the Board of Directors
Yavuz ÇELİK	: Member / Member of the Board of Directors
Salih KUL	: Member / Member of the Board of Directors
Mustafa Murat ŞEKER	: Member / Member of the Board of Directors
Pınar ÇELEBİ	: Member / Investor Relations Manager

Committee Members (September – December 2023)

İsmail ARI	: Chairman / Independent Member of the Board of Directors
Ahmet YOZGATLIGİL	: Member / Member of the Board of Directors
Mustafa Murat ŞEKER	: Member / Member of the Board of Directors
Pınar ÇELEBİ	: Member / Investor Relations Manager

The main duties of the Corporate Governance Committee were set out in the “ASELSAN Corporate Governance Committee Work Directives” as follows:

- To carry out studies for the implementation of Corporate Governance Principles in the Company,
- To observe whether the Corporate Governance Principles have been implemented or not and if not implemented to determine the grounds for this and the conflicts of interest arising due to not complying with these principles and to make proposals for improving the status,
- To monitor the activities of the Investor Relations Department.
- Corporate Governance Committee assembles every 3 months and in every situation when necessary. The meeting minutes are submitted to the Board of Directors.

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The Corporate Governance Committee assembled 4 times within the activity year 2023 on dates, 23.02.2023, 28.03.2023, 05.09.2023 and 28.11.2023. Committee members fully attended these meetings. The meeting minutes of the Committee may be reached on our website. The committee was active in 3 respective tasks in 2023:

### **i. Operations of Investor Relations Department:**

Investor Relations Department have attended all the meetings in 2023 and performed secretariat procedures of the committee with regard to "ASELSAN Corporate Governance Committee Working Directive". Information was provided to the committee about the activities of the Investor Relations Department in the Committee meetings.

In 2023, the subjects discussed and tasks carried by the Corporate Governance Committee within the context of the meetings are given below:

- Corporate Governance Committee Evaluation Report,
- Preparation of ASELSAN Corporate Governance Principles Compliance Report and the submission of the report to Board of Directors,
- Independent Board Members selection process,
- Corporate Governance Rating,
- Preparation of Corporate Governance Committee Evaluation Report and the submission of the report to Board of Directors,

### **ii. Corporate Governance Rating:**

The evaluation of corporate governance rating performed by SAHA Corporate Governance and Credit Rating Services were concluded, ASELSAN'S corporate governance rating grade, which was 9.34 out of 10 on 09.12.2022, reached its historical peak by rising to 9.41 as of 08.12.2023.

Our Company's share has been listed in the corporate governance index since the date 14.12.2012, which it first entered the index. Rating reports can be accessed on the company website.

### **iii. Election of Independent Board Members**

As given by Corporate Governance Principles, the responsibility of evaluating and reporting the nominations and their independency status is given to the Nomination Committee, in companies where this committee is not formed because of the structure of the Board of Directors, the responsibility is given to Corporate Governance Committee. Within this context, the evaluation of nominations was carried on by the Committee and the resulting nominee list was presented at the Board of Directors meetings on dates 28.03.2023 before the 48th Ordinary General Assembly.

CMB has not stated any opposing opinions regarding the nominees' list and evaluation report which was submitted by the Board of Directors. The final list was submitted to shareholders' voting on 48<sup>th</sup> General Assembly Meeting on 26.04.2023 and as a result, İbrahim ÖZKOL, Turan EROL and Nurşen SARI were elected as independent members to serve for 1 year.

Subsequently, the new candidate list formed as a result of the evaluation made by our Committee prior to the 10<sup>th</sup> Extraordinary General Assembly held on 22.09.2023 was submitted to the Board of Directors on 05.09.2023. The CMB did not express any negative opinion on the list. The list was submitted to the voting of the shareholders at the 10th Extraordinary General Assembly Meeting held on 22.09.2023 and as a result of the voting,

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İsmail ARI, Salih KUL and Ebru TÜMER were elected as independent members of the Board of Directors to serve for one year until the next Ordinary General Assembly Meeting.

### EARLY DETECTION AND MANAGEMENT OF RISK COMMITTEE

ASELSAN Board of Directors established the “Early Detection and Management of Risk Committee” with the resolution dated 10.04.2012 and numbered 720/1. The Committee executes as per the directive numbered ASY-01-066.

Committee Members (January – September 2023)

Turan EROL : Chairman / Independent Member of the Board of Directors  
Yavuz ÇELİK : Member / Member of the Board of Directors  
Salih KUL : Member / Member of the Board of Directors

Committee Members (September - December 2023)

Salih KUL : Chairman / Independent Member of the Board of Directors  
Bekir BAYRAKDAR: Member / Member of the Board of Directors

In 2020 the Committee continued to identify the risks which prevent ASELSAN from reaching its goals; manage the risks in accordance with the company’s risk-taking profile; report the risk activities; build risk aware decision mechanisms and internal control. Risks identified through risk management processes are prioritized depending on their probability and impact. It is ensured that important risks are monitored and reported. In this context, in 2023 the Committee held 7 meetings on 27.02.2023, 27.03.2023, 29.05.2023, 17.07.2023, 30.10.2023, 27.11.2023 and 25.12.2023. Committee members fully attended these meetings.

Committee’s activities are summarized below:

- “2022 Evaluation Report” was prepared and submitted to Board of Directors in January 2023.
- In 2023, a total of 7 Corporate Risk Evaluation Reports were prepared and submitted to the Board of Directors. In the reports;
  - Important risks of ASELSAN were evaluated and monitored. The risk classification, explanation, rating, strategy, owner/responsible, current control operations and relevant indicators and mitigating actions were included in the report.
  - Warning levels of benchmarks for risk indicators were determined and the risk indicators which divert from the benchmark and can signal the poor performance of a goal during the reporting period were also reported.
- Risk management chapters in the annual report and the other reports set by the legal authorities were prepared.

The secretariat formalities of the Committee were performed by Enterprise Risk and Process Management Department of Finance Directorate.

### 5.4. Risk Management and Internal Control Mechanism

In ASELSAN, the effectiveness of internal audit activities, corporate governance, risk management and internal control processes are improved and the Company contributes to the achievement of the Company's targets. The most important role of the internal audit activities, which is an important component of the internal control system, is the provision of assurance and consultancy services to the Audit Committee and the Board of Directors on the internal control system and enterprise risk management. The 3-year audit plan and work programs are prepared on a risk-based basis and the results of the audit are reported to the Audit Committee and regular meetings are held with the Committee. By the Internal Audit Department;

compliance with legal regulations and company regulations, the application of ethical principles and the adequacy of controls to eliminate risks are evaluated.

### **5.5. Strategic Objectives of the Company**

The Board of Directors is the top-level body to make strategic decisions and to execute and represent. As per the Articles of Association of the Company, the Board of Directors is responsible to determine the Strategic Plans and control its implementations.

Strategic Management Process is a part of Corporate Governance and is managed by the CEO in the name of Board of Directors, following the approval of the ASELSAN Strategic Plan which is prepared with the coordination of Strategic Management and Digital Transformation Directorate. Reaching ASELSAN's long term goals and sustaining success can be achieved through environment friendly strategies.

ASELSAN's vision is to be a reliable, competitively preferred, environment-friendly and human conscious technology firm, which preserves its sustainable growth in the global market via the values created for stakeholders, as well as serving its establishment purposes. Within this concept, annually updated 5-year Strategic Plan and 3-year Budgets are prepared. With this methodology, short- and medium-term targets are specified by considering long term goals. The operations to be carried out for these targets are executed by Vice Presidencies and performance evaluations are made based on Balanced Scorecard method, which is widely used in the world.

### **5.6. Financial Rights**

Compensation procedures for Board of Directors Members and Managers with Executive Responsibility, which are set in written form in accordance with the Corporate Governance Principles, are published on our Company's website.

Monthly remunerations provided to our Members of the Board of Directors are determined by the General Assembly and no other benefits are granted apart from the monthly remuneration. Pursuant to the resolution taken at the 48<sup>th</sup> Ordinary General Assembly held on 26.04.2023, the Members of the Board of Directors are paid TL 9.750,- per month. As for the determination of the financial rights of the board members, no reward system is applied to reflect the Company performance and which is based on the performance of the Members of the Board of Directors.

## Statement of Independence

TO THE BOARD OF DIRECTORS OF ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş.  
ANKARA

Date: 01.09.2023

With respect to the corporate governance principle numbered 4.3.6 of the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1, in order for me to be selected as an Independent Board Member of ASELSAN Elektronik Sanayi ve Ticaret (Company), I hereby agree, represent and undertake that I;

- k) do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or do not have established a significant commercial relation between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,
- l) have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods,
- m) have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- n) will not be serving as a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- o) am residing in Turkey in accordance with the Income Tax Law (I.T.L.) dated 31.12.1960 and numbered 193,
- p) am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- q) am able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
- r) have not conducted membership of board of directors more than a term of six years in the last ten years,
- s) am not the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange,
- t) have not been registered and announced as a board member representing a legal entity.

I hereby submit this to the knowledge of the Board of Directors, shareholders and all relevant parties.

Sincerely yours,  
DR. İSMAİL ARI





## Statement of Independence

TO THE BOARD OF DIRECTORS OF ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş.  
ANKARA

Date: 05/09/2023

With respect to the corporate governance principle numbered 4.3.6 of the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1, in order for me to be selected as an Independent Board Member of ASELSAN Elektronik Sanayi ve Ticaret A.Ş. (Company), I hereby agree, represent and undertake that i:

- k) do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or do not have established a significant commercial relation between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,
- l) have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods,
- m) have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- n) will not be serving as a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- o) am residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31.12.1960 and numbered 193,
- p) am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- q) am able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
- r) have not conducted membership of board of directors more than a term of six years in the last ten years,
- s) am not the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange,
- t) have not been registered and announced as a board member representing a legal entity.

I hereby submit this to the knowledge of the Board of Directors, shareholders and all relevant parties.

Sincerely yours,

  
Salih KUL

# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## Statement of Independence

TO THE BOARD OF DIRECTORS OF ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş.  
ANKARA

Date: 05.09.2023

With respect to the corporate governance principle numbered 4.3.6 of the Capital Markets Board's Communiqué on Corporate Governance numbered II-17.1, in order for me to be selected as an Independent Board Member of ASELSAN Elektronik Sanayi ve Ticaret (Company), I hereby agree, represent and undertake that I;

- k) do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or do not have established a significant commercial relation between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,
- l) have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods,
- m) have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- n) will not be serving as a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
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- p) am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- q) am able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
- r) have not conducted membership of board of directors more than a term of six years in the last ten years,
- s) am not the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange,
- t) have not been registered and announced as a board member representing a legal entity.

I hereby submit this to the knowledge of the Board of Directors, shareholders and all relevant parties.



Sincerely yours  
PROF.DR. EBRU TÜMER

# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## APPENDIX-1

APPENDIX-1	Compliance					Explanation
CORPORATE GOVERNANCE COMPLIANCE REPORT	Yes	Partial	No	Exempted	Not Applicable	
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2-Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X	-	-	-	-	
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1-Management did not enter into any transaction that would complicate the conduct of special audit.	X	-	-	-	-	
1.3. GENERAL ASSEMBLY						
1.3.2-The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X	-	-	-	-	
1.3.7-Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.	-	-	-	-	X	
1.3.8-Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X	-	-	-	-	
1.3.10-The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.	X	-	-	-	-	
1.3.11-The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	-	X	-	-	-	The General Assembly meeting is not open to the media.

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

CORPORATE GOVERNANCE COMPLIANCE REPORT	Compliance					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.4. VOTING RIGHTS						
1.4.1-There is no restriction preventing shareholders from exercising their shareholder rights.	X	-	-	-	-	
1.4.2-The company does not have shares that carry privileged voting rights.	X	-	-	-	-	
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.	-	-	-	-	X	
1.5. MINORITY RIGHTS						
1.5.1-The company pays maximum diligence to the exercise of minority rights.	X	-	-	-	-	
1.5.2-The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.	-	-	X	-	-	Utmost attention is paid for the execution of minority rights in our Company and the provisions of Turkish Code of Commerce and the relevant legislation regarding minority rights are applied as is.
1.6. DIVIDEND RIGHT						
1.6.1-The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X	-	-	-	-	
1.6.2-The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X	-	-	-	-	
1.6.3-The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	-	-	-	-	X	
1.6.4-The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X	-	-	-	-	

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

CORPORATE GOVERNANCE COMPLIANCE REPORT	Compliance					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.7. TRANSFER OF SHARES						
1.7.1-There are no restrictions preventing shares from being transferred.	-	-	X	-	-	The transfer of the nominated Group A shares representing majority part of the capital and which are not traded in Borsa İstanbul has been restricted with the provision of article 6 of the Articles of Association stating “As the company operates in security and defense sector, Group A shares shall not be sold or transferred without the consent of the Board of Directors; in the event that these shares are transferred or sold to third parties partially or completely without the consent of the Board of Directors, the Board of Directors is entitled to abstain from recording this sale in the records”.
2.1. CORPORATE WEBSITE						
2.1.1-The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X	-	-	-	-	
2.1.2-The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X	-	-	-	-	
2.1.4 -The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.	X	-	-	-	-	
2.2. ANNUAL REPORT						
2.2.1-The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X	-	-	-	-	
2.2.2-The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X	-	-	-	-	

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

CORPORATE GOVERNANCE COMPLIANCE REPORT	Compliance					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1-The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X	-	-	-	-	
3.1.3-Policies or procedures addressing stakeholders' rights are published on the company's website.	X	-	-	-	-	
3.1.4-A whistleblowing programme is in place for reporting legal and ethical issues.	X	-	-	-	-	
3.1.5-The company addresses conflicts of interest among stakeholders in a balanced manner.	X	-	-	-	-	
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1-The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.	-	X	-	-	-	Although the mechanisms that enable the participation of stakeholders in the management of the company are built, they are not included in the Articles of Association.
3.2.2-Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X	-	-	-	-	



## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

CORPORATE GOVERNANCE COMPLIANCE REPORT	Compliance					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.3. HUMAN RESOURCES POLICY						
3.3.1-The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X	-	-	-	-	
3.3.2-Recruitment criteria are documented.	X	-	-	-	-	
3.3.3-The company has a policy on human resources development, and organises trainings for employees.	X	-	-	-	-	
3.3.4-Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X	-	-	-	-	
3.3.5-Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	-	-	X	-	-	There is no employee representative practice and union organization in our company.
3.3.6-Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X	-	-	-	-	
3.3.7-Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X	-	-	-	-	
3.3.8-The company ensures freedom of association and supports the right for collective bargaining.	-	X	-	-	-	Establishment of associations by employees about social responsibility, social activities, etc. is encouraged and there is no regulation regarding the recognition of the right to collective bargaining agreements.
3.3.9-A safe working environment for employees is maintained.	X	-	-	-	-	

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

CORPORATE GOVERNANCE COMPLIANCE REPORT	Compliance					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X	-	-	-	-	
3.4.2-Customers are notified of any delays in handling their requests.	X	-	-	-	-	
3.4.3-The company complied with the quality standards with respect to its products and services.	X	-	-	-	-	
3.4.4-The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X	-	-	-	-	
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY		-	-	-	-	
3.5.1-The Board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X	-	-	-	-	
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X	-	-	-	-	
4.1. ROLE OF THE BOARD OF DIRECTORS		-	-	-	-	
4.1.1-The Board of Directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X	-	-	-	-	
4.1.2-The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X	-	-	-	-	



## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

CORPORATE GOVERNANCE COMPLIANCE REPORT	Compliance					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1-The Board of Directors documented its meetings and reported its activities to the shareholders.	X	-	-	-	-	
4.2.2-Duties and authorities of the members of the Board of Directors are disclosed in the annual report.	X	-	-	-	-	
4.2.3-The Board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X	-	-	-	-	
4.2.4-Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X	-	-	-	-	
4.2.5-The roles of the Chairman and Chief Executive Officer are separated and defined.	X	-	-	-	-	
4.2.7-The Board of Directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X	-	-	-	-	
4.2.8-The company has a Directors and Officers liability insurance covering more than 25% of the capital.	X	-	-	-	-	
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9-The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.	-	X	-	-	-	There is 1 female member in the Board of Directors, but a target was not set to keep the female member ratio at a minimum of 25%. There is no written Company policy regarding this issue.
4.3.10-At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X	-	-	-	-	
Compliance						

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

CORPORATE GOVERNANCE COMPLIANCE REPORT	Yes	Partial	No	Exempted	Not Applicable	Explanation
<b>4.4. BOARD MEETING PROCEDURES</b>						
4.4.1-Each board member attended the majority of the board meetings in person.	X	-	-	-	-	
4.4.2-The Board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X	-	-	-	-	
4.4.3-The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X	-	-	-	-	
4.4.4-Each member of the board has one vote.	X	-	-	-	-	
4.4.5-The Board has a charter/written internal rules defining the meeting procedures of the board.	X	-	-	-	-	
4.4.6-Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X	-	-	-	-	
4.4.7-There are limits to external commitments of board members. Shareholders are informed of Board members' external commitments at the General Shareholders' Meeting.	-	X	-	-	-	There are no limitations for the members of the Board of Directors regarding them to carry duties outside the company, except the duties that are subject to prohibition of competition.
<b>4.5. BOARD COMMITTEES</b>						
4.5.5-Board members serve in only one of the Board's committees.	-	-	X	-	-	The independent members take part in more than one committee because the number of independent members is 3.
4.5.6-Committees have invited persons to the meetings as deemed necessary to obtain their views.	X	-	-	-	-	
4.5.7-If external consultancy services are used, the independence of the provider is stated in the annual report.	X	-	-	-	-	The Committees formed by the Board of Directors have not received any consultancy services in 2023.
4.5.8-Minutes of all committee meetings are kept and reported to board members.	X	-	-	-	-	

Compliance

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

CORPORATE GOVERNANCE COMPLIANCE REPORT	Yes	Partial	No	Exempted	Not Applicable	Explanation
<b>4.6. FINANCIAL RIGHTS</b>						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	-	X	-	-	-	The Board of Directors holds a performance evaluation meeting to evaluate whether it fulfills its responsibilities effectively, and the results are not disclosed to the public.
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X	-	-	-	-	
4.6.5-The individual remuneration of Board members and executives is disclosed in the annual report.	-	-	X	-	-	The remuneration of the members of the board of directors and senior managers are given as a sum.

# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## CORPORATE GOVERNANCE INFORMATION FILLINGS

### 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 99

#### 1.2. Right to Obtain and Examine Information

The number of special audit request(s) -

The number of special audit requests that were accepted at the General Shareholders' Meeting -

#### 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/1141475>  
<https://www.kap.org.tr/en/Bildirim/1196955>

Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time <https://www.kap.org.tr/en/Bildirim/1141475>  
<https://www.kap.org.tr/en/Bildirim/1196955>

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 -

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) <https://www.kap.org.tr/en/Bildirim/1139381>

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) <https://www.kap.org.tr/en/Bildirim/1139381>

The name of the section on the corporate website that demonstrates the donation policy of the company Investor Relations > Corporate Governance > Policies

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved <https://www.kap.org.tr/en/Bildirim/1141475>

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting -

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any The representatives of the Independent Audit Company attended the general assembly meeting.

#### 1.4. Voting Rights

Whether the shares of the company have differential voting rights No

In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares. -

The percentage of ownership of the largest shareholder 74,20%

#### 1.5. Minority Rights

Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association No

If yes, specify the relevant provision of the articles of association -

#### 1.6. Dividend Right

The name of the section on the corporate website that describes the dividend distribution policy Investor Relations > Corporate Governance > Policies

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend -

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

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## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

### CORPORATE GOVERNANCE INFORMATION FILLINGS 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
26/04/2023 22/09/2023	0	80,24% 79,09%	6,04% 4,88%	86,28% 83,97%	Investor Relations > Corporate Governance > General Assembly	Investor Relations > Corporate Governance > General Assembly Documents	Article 12	133 152	<a href="https://www.kap.org.tr/en/Bildirim/1141475">https://www.kap.org.tr/en/Bildirim/1141475</a> <a href="https://www.kap.org.tr/tr/Bildirim/1196955">https://www.kap.org.tr/tr/Bildirim/1196955</a>

# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## CORPORATE GOVERNANCE INFORMATION FILLINGS

### 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 Relations > Corporate Governance
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.	-
List of languages for which the website is available	Turkish, English

#### 2.2. Annual Report

##### The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.

a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the Board of directors and executives conducted out of the company and declarations on independence of board members	The information on the duties of the members of the board of directors and executives conducted out of the company is under Article 4/a of the Report of Board of Directors. Declarations on independence of board members are end of the Annual Report > Corporate Governance Principles Compliance Report.
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	The information is in the Annual Report > Corporate Governance Principles Compliance Report > Number of Committees Formed in the Board of Directors with Their Structures and Independency title.
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	The information is in the Annual Report > Corporate Governance Principles Compliance Report > Principles of Activity of the Board of Directors title.
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	The information is under Article 8 of the Report of Board of Director.
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	The information is under Financial Information Note 15 and at the same time under Article 10 of the Report of Board of Directors.
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	None.
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%	The information is under Article 4/b of the Report of Board of Directors.
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	The information is in the Annual Report > Corporate Governance Principles Compliance Report > Ethical Rules and Social Responsibility title.

# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## CORPORATE GOVERNANCE INFORMATION FILLINGS

### 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	Investor Relations > Corporate Governance > Policies
The number of definitive convictions the company was subject to in relation to breach of employee rights	The information is under Article 10 of the Annual Report of Board of Directors.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	CEO
The contact detail of the company alert mechanism.	CEO Ahmet AKYOL Phone Number: (0312) 592 60 00 Address: ASELSAN Elektronik Sanayi ve Ticaret A.Ş. Mehmet Akif Ersoy Mahallesi İstiklal Marşı Caddesi No: 16 06200 Yenimahalle ANKARA, TÜRKİYE

#### 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.	It was regulated by internal directives and it is not open to the public.
Corporate bodies where employees are actually represented	None.

#### 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	There is the role of the board on developing and ensuring that the company has a succession plan for the key management positions.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Career > Being Part of Our Team
Whether the company provides an employee stock ownership program	There isn't an employee stock ownership program.
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	About Us > Our Human Rights Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	The information is under Article 10 of the Annual Report of Board of Directors.

#### 3.5. Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations > Corporate Governance > Ethical Principles
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.	Investor Relations > Corporate Governance > Sustainability
Any measures combating any kind of corruption including embezzlement and bribery	Investor Relations > Corporate Governance > Policies



# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## CORPORATE GOVERNANCE INFORMATION FILLINGS

### 4. BOARD OF DIRECTORS-I

#### 4.2. Activity of the Board of Directors

Date of the last board evaluation conducted	26.03.2024
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	It was resolved at the meeting of the Board of Directors of our Company, held on 22.09.2023 that; Prof. Dr. Ercümend ARVAS'ın shall be appointed as the Chairman of the Board of Directors, Alpaslan KAVAKLIOĞLU shall be appointed as the Vice Chairman and Yavuz ÇELİK and Mustafa Murat ŞEKER shall be appointed as the Managing Members. The details regarding the context of the authorities are included in the articles of association.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	24
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	The information is under Article 4/a of the Annual Report of Board of Directors.
Name of the Chairman	Prof. Dr. Ercümend ARVAS
Name of the CEO	Ahmet AKYOL
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement 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	<a href="https://www.kap.org.tr/en/Bildirim/1180650">https://www.kap.org.tr/en/Bildirim/1180650</a>
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	1/9

## CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

### CORPORATE GOVERNANCE INFORMATION

#### 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
Ercüment ARVAS	Non-executive	Not independent	22/09/2023	-	Not considered	No	Yes
Alpaslan KAVAKLIOĞLU	Non-executive	Not independent	26/04/2019	-	Not considered	No	Yes
İsmail ARI	Non-executive	Independent	22/09/2023	<a href="https://www.kap.org.tr/tr/Bildirim/1195997">https://www.kap.org.tr/tr/Bildirim/1195997</a>	Considered	No	Yes
Bekir BAYRAKDAR	Non-executive	Not independent	22/09/2023	-	Not considered	No	Yes
Yavuz ÇELİK	Non-executive	Not independent	19/06/2020	-	Not considered	No	Yes
Salih KUL	Non-executive	Independent	26/04/2019	<a href="https://www.kap.org.tr/tr/Bildirim/1195997">https://www.kap.org.tr/tr/Bildirim/1195997</a>	Considered	No	Yes
Mustafa Murat ŞEKER	Non-executive	Not independent	29/06/2021	-	Not considered	No	Yes
Ebru TÜMER	Non-executive	Independent	22/09/2023	<a href="https://www.kap.org.tr/tr/Bildirim/1195997">https://www.kap.org.tr/tr/Bildirim/1195997</a>	Considered	No	Yes
Ahmet YOZGATLIGİL	Non-executive	Not independent	22/09/2023	-	Not considered	No	Yes

# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## CORPORATE GOVERNANCE INFORMATION FILLINGS

### 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)	14
Director average attendance rate at board meetings	97%
Whether the board uses an electronic portal to support its work or not	Yes
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	At least 3 days prior
The name of the section on the corporate website that demonstrates information about the board charter	It was regulated by internal directives and it is not open to the public.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There are no limitations for the members of the Board of Directors regarding them to carry duties outside the company, except the duties that are subject to prohibition of competition.

#### 4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented.	The information is in the Annual Report > Corporate Governance Principles Compliance Report > Number of Committees Formed in the Board of Directors with Their Structures and Independency title.
Link(s) to the PDP announcement(s) with the board committee charters	The working principles of the committees are not disclosed on PDP, yet they are presented at the end of the Annual Report.

#### 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
Audit Committee	-	Ebru TÜMER	Yes	Board member
Audit Committee	-	İsmail ARI	No	Board member
Audit Committee	-	Salih KUL	No	Board member
Corporate Governance Committee	-	İsmail ARI	Yes	Board member
Corporate Governance Committee	-	Ahmet YOZGATLIGİL	No	Board member
Corporate Governance Committee	-	Mustafa Murat ŞEKER	No	Board member
Corporate Governance Committee	-	Pınar ÇELEBİ	No	Not board member
Committee of Early Detection of Risk	-	Salih KUL	Yes	Board member
Committee of Early Detection of Risk	-	Bekir BAYRAKDAR	No	Board member

# CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023

## CORPORATE GOVERNANCE INFORMATION FILLINGS

### 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)	The information is in the Annual Report > Corporate Governance Principles Compliance Report > Number of Committees Formed in the Board of Directors with Their Structures and Independency title.
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)	The information is in the Annual Report > Corporate Governance Principles Compliance Report > Number of Committees Formed in the Board of Directors with Their Structures and Independency title.
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)	The duties of the nomination committee is carried by the Corporate Governance Committee.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	The information is in the Annual Report > Corporate Governance Principles Compliance Report > Number of Committees Formed in the Board of Directors with Their Structures and Independency title.
Specify where the activities of the compensation committee are presented in your annual report or website (Page number or section name in the annual report/website)	The duties of the compensation committee is carried by the Corporate Governance Committee.
<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)	The information is given under Article 7 of the Report of Board of Directors.
Specify the section of website where compensation policy for executive and non-executive directors are presented.	Investor Relations > Corporate Governance > Policies title.
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)	The information is given under Article 4/a of the Report of Board of Directors.

#### 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
Audit Committee	-	100%	100%	12	11
Corporate Governance Committee	-	80%	25%	4	5
Committee of Early Detection of Risk	-	100%	50%	7	7