

SANICA ISI SANAYİ A.Ş.

2023 Annual General Assembly Information Document

1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED JUNE 24, 2024

Our company's Ordinary General Assembly Meeting will be held on Monday, June 24, 2024, at 2:00 PM at the company headquarters located at Kavaklı Mahallesi İstanbul Caddesi Sanica Blok No:10, İç Kapı No:1 - 34520 Beylikdüzü / İSTANBUL. If the quorum is not met or if the necessary majority is not achieved to approve the items on the meeting agenda, the second meeting will be held on Monday, July 8, 2024, at the same address and time.

Shareholders must be listed on the “Shareholders List” prepared by the Central Securities Depository (Merkezi Kayıt Kuruluşu A.Ş. - MKK) to attend the General Assembly. Individuals who physically attend the meeting will be checked against the shareholders list to confirm whether they are shareholders or representatives.

Shareholders can attend our company's ordinary general assembly meeting either in person or electronically, as well as through their representatives. Shareholders or their representatives can participate electronically in the general assembly with their secure electronic signatures. Therefore, shareholders who wish to use the Electronic General Assembly System must first register with the Central Securities Depository (Merkezi Kayıt Kuruluşu A.Ş. - "MKK") and the e-MKK Information Portal, providing their contact information and obtaining a secure electronic signature. Shareholders or representatives who are not registered with the e-MKK Information Portal and do not have a secure electronic signature will not be able to participate in the General Assembly electronically.

Shareholders or their representatives who wish to participate in the meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assemblies of Joint Stock Companies to be Held Electronically," published in the Official Gazette dated August 28, 2012, No. 28395, and the "Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies," published in the Official Gazette dated August 29, 2012, No. 28396.

Shareholders who will attend the meeting in person can participate by signing the list of attendees after presenting their identification. Individual shareholders must provide their identification, while corporate shareholders must provide the identification and authorization documents of the individuals authorized to represent and bind the legal entity. The names of these shareholders must be listed on the General Assembly Shareholders List provided by the Central Securities Depository.

Shareholders who will not attend the meeting in person and who wish to be represented by proxy must prepare their proxies in accordance with the example below or obtain a proxy form from the company headquarters or the company's official website at <https://www.sanicaisi.com.tr>. They must also fulfill the requirements prescribed by the Capital Markets Board and submit their notarized proxies. A proxy appointed electronically through the Electronic General Assembly System does not need to submit a physical proxy document.

Our company's Ordinary General Assembly Information Document will be available for examination by our esteemed shareholders at least twenty-one days before the meeting date on the Public Disclosure Platform (KAP), at the company headquarters, on our company's official website <https://www.sanicaisi.com.tr>, and on the Central Securities Depository's Electronic General Assembly System.

It is submitted for the information of our esteemed shareholders.

Regards,

**SANICA ISI SANAYİ A.Ş.
BOARD OF DIRECTORS**

Address of Company : Kavaklı Mahallesi İstanbul Caddesi Sanica Blok No:10 İç Kapı No:1 - 34520 Beylikdüzü / İSTANBUL

Trade Registry : İstanbul Trade Registry

Registry Number : 613-0

2. OUR ADDITIONAL EXPLANATIONS REGARDING THE GENERAL ASSEMBLY MEETING WITHIN THE FRAMEWORK OF CORPORATE GOVERNANCE PRINCIPLES

In accordance with the CMB's "Corporate Governance Communiqué" numbered II-17.1, Turkish Commercial Code numbered 6102 shall be published on the Company's corporate website and KAP, along with the general assembly meeting announcement, at least three weeks before the general assembly meeting date, excluding the announcement and meeting days. In addition to the documents to be made available for shareholders' review within the framework of Article 437 of the Law, as well as the notifications and explanations that the company must make in accordance with the relevant legislation, the additional explanations related to the agenda items are made below in the relevant agenda item, and general explanations are presented for the information of our partners in this section.

2.1. Partnership Structure and Voting Rights

As of 31.12.2023, the issued capital shares of our Company have been divided into 135,000,000 shares, each with a value of 1.00 Turkish Lira. The issued capital of the company consists of 20,000,000 bearer Group A shares and 115,000,000 bearer Group B shares.

Within the framework of our application for Free Capital Increase that we made to the Capital Markets Board (Board) on 16.01.2024, our Company's issued capital of 135,000,000 TL will be increased within the scope of Article 6, Paragraph 6 of the Board's Registered Capital System Communiqué No. II-18.1. Information regarding the approval of exceeding the registered capital ceiling of 500,000,000 TL for one time and increasing it by 344.44444% to 600,000,000 TL, covered by the issue premiums related to the shares, dated 16.05.2024 and numbered 2024/25. It was announced in the Capital Markets Board Bulletin. Our application for a Free

Capital Increase to the Capital Markets Board (Board) was accepted at the Board's meeting numbered 26/724 dated 16.05.2024 and notified to our Company with its letter numbered E-29833736-105.01.01.01-54119 dated 17.05.2024. As of 21.05.2024, our Company's shares have started to be traded as the relevant rights have been exercised due to the rights exercise transactions.

Article 17 of our articles of association, titled General Assembly, states that “Each Group A share has 5 (five) votes and each Group B share has 1 (one) vote in the ordinary and extraordinary general assembly meetings of the Company. The shareholder can attend the general assembly meetings himself or send a representative who may or may not be a shareholder. In voting by proxy and in negotiating important transactions, the relevant regulations of the Capital Markets Board shall be complied with. If the usufruct and disposition rights of a share belong to other people, they may agree among themselves and have themselves represented as they deem appropriate. If they cannot agree, the usufructuary exercises the right to attend and vote in general assembly meetings.” There is a provision

As of the date of announcement of this Information Document, the partnership shares and voting rights of the current shareholders of our company are presented for your information in the table below.

Partner's Name-Surname	Group	Share in Capital (TL)	Share Rate (%)	Voting Right	Voting Right Rate (%)
Hüseyin Nesimi Fatinoğlu	Group A	53,333,333	8.89	266,666,667	27.91
	Group B	188,868,526	31.48	188,868,526	19.77
Ali Fatinoğlu	Group A	26,666,667	4.44	133,333,333	13.95
	Group B	81,599,999	13.60	81,599,999	8.54
Uğur Fatinoğlu	Group A	4,444,444	0.74	22,222,222	2.33
	Group B	13,333,333	2.22	13,333,333	1.40
Emre Fatinoğlu	Group A	4,444,444	0.74	22,222,222	2.33
	Group B	13,333,333	2.22	13,333,333	1.40
Saadet Fatinoğlu	Group B	444,444	0.07	444,444	0.05
Halka Açık	Group B	213,531,475	35.59	213,531,475	22.35
TOTAL	Group A	88,888,889	14.81	444,444,444	46.51
	Group B	511,111,112	85.19	511,111,112	53.49
	Total	600,000,000	100.00	955,555,556	100.00

2.2. Information about the Changes in the Management and Activities of the Partnership and its Subsidiaries that Will Significantly Affect the Partnership Activities Realized in the Past Accounting Period or Planned in the Future Accounting Periods and the Reasons for These Changes

Information regarding the developments that took place in our company's 2023 accounting period and that may cause changes planned in future accounting periods have been disclosed to the public through special event disclosures. The statements in question can be accessed at our Company's website, <https://www.sanicaisi.com.tr>, and the Public Disclosure Platform's (KAP) website, www.kap.org.tr.

2.3. Information on Shareholders' Requests for Adding Items to the Agenda:

While the agenda of the Ordinary General Assembly meeting to be held on 24.06.2024 was being prepared, there were no issues that the shareholders conveyed in writing to our Company's Investor Relations Unit and wanted to be included in the agenda. Likewise, our Company has not received a request from the CMB and/or other public institutions and organizations with which our Company is related to add an item to the agenda.

DATED 24.06.2024 ORDINARY GENERAL MEETING OUR STATEMENTS REGARDING THE AGENDA ITEMS

1. Opening and establishment of the Meeting Presidency

Turkish Commercial Code (TTK) No. 6102, "Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to be Attended at These Meetings" (Regulation) and our Company's "Internal Directive on the Working Principles and Procedures of the General Assembly" (Regulation). Within the framework of the provisions of Article 7 of the Internal Directive), the General Assembly elects the persons who will manage the meeting. In accordance with the provisions of the said article of the Internal Directive, at least one Minute Clerk and a sufficient number of Vote Collectors are appointed by the Chairman of the Meeting.

2. Authorizing the Meeting Chairmanship to sign the Meeting Minutes

In order to ensure ease of operation and speed in implementation, the General Assembly meeting minutes and other documents forming the basis of these minutes will be signed by the Meeting Presidency on behalf of our Company's shareholders, which will be submitted to the approval of the shareholders.

3. Reading, discussing and approving the Board of Directors Activity Report for 2023

Within the framework of the TCC, the Regulation, the Capital Markets Law (SPKn) and related regulations, at our Company's headquarters, on our Company's website at <https://www.sanicaisi.com.tr>, on the Public Disclosure Platform (KAP) for three weeks before the General Assembly meeting. and Information will be given at the General Assembly about the Board of Directors Activity Report for the period 01.01.2023-31.12.2023, which is submitted for review by our shareholders in the electronic general assembly system of the Central Registry Agency (MKK). The report in question will be opened to the opinion of our partners and submitted for approval.

4. Reading, discussing and approving the Independent Audit Opinion for 2023 prepared by the independent audit firm

Within the framework of the Turkish Commercial Code, the Regulation, the CMB and related regulations, our shareholders can be informed at our Company's headquarters, on our Company's website at <https://www.sanicaisi.com.tr>, and in the electronic general assembly system of KAP and MKK, for three weeks before the General Assembly meeting. Information will be given at the General Assembly about the Summary Opinion and Report of the Independent Audit Firm prepared in accordance with the TCC and the Capital Markets Board

(CMB) regulations, which will be submitted for review, and will be opened to the opinion of our partners and submitted for their approval.

5. Reading, discussing and approving the 2023 financial statements

Within the framework of the Turkish Commercial Code, the Regulation, the CMB and related regulations, our shareholders can be informed at our Company's headquarters, on our Company's website at <https://www.sanicaisi.com.tr>, and in the electronic general assembly system of KAP and MKK, for three weeks before the General Assembly meeting. Information will be given at the General Assembly about the Financial Statements for the period 01.01.2023 - 31.12.2023, which were prepared in accordance with the Turkish Commercial Code and CMB regulations and in accordance with the Turkish Accounting/Financial Reporting Standards, and will be opened to the opinion of our partners and submitted for their approval.

6. Discharge of the Members of the Board of Directors individually for the activities, transactions and accounts of the Company for the 2023 accounting period.

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the individual acquittal of our Board members for their activities, transactions and accounts for 2023 will be submitted to the approval of the General Assembly.

7. Discussing and deciding on the proposal submitted by the Board of Directors to the General Assembly regarding profit distribution in accordance with the Capital Markets Board regulations.

Prepared by our company in accordance with the regulations of the Capital Markets Board and published by Akademik Independent Audit Inc. According to our financial statements for the accounting period 01.01.2023-31.12.2023, which were independently audited by , when "Deferred Tax Expense" and "Current Tax Expense" are taken into consideration together, after tax 364,675,605 TL, in accordance with the Turkish Commercial Code and the Tax Procedure Law No. 213 (According to our financial statements prepared within the framework of the relevant provisions of the TPL), a net profit of 220,680,631 TL was obtained after tax. The profit distribution table is given in the attachment.

At the meeting of the Board of Directors held on 29.05.2024; It was decided to make a proposal not to distribute dividends from the 2023 profit at the 2023 ordinary general assembly in order to use it for investment expenditures in the coming period and to keep the financial structure of our Company strong.

Within the framework of the decision taken by our Company's Board of Directors, the proposal submitted to the General Assembly regarding not distributing profits will be opened to the opinion of our partners and submitted for their approval.

8. Election of members of the Board of Directors and determination of mission time,

Currently, our Board of Directors consists of 6 members. Board of Directors; Chairman of the Board of Directors Mr. Hüseyin Nesimi Fatinoğlu, Deputy Chairman of the Board of Directors, Mr. Ali Fatinoğlu, Board Members Mr. Uğur Fatinoğlu and Mr. Emre Fatinoğlu and Independent Board Members Mr. Tolgahan Üreş and Mr. It consists of Mehmet Kağan Turan. The terms of office of the current board members will end on 28.01.2025.

In accordance with the Decision of the Capital Markets Board (Board) dated 25.01.2024 and numbered 6/121, "Announcement about the Groups to which the Stock Exchange Companies Include in Pursuance of the Corporate Governance Communiqué (Communiqué) No. II-17.1 for the Year 2024" was made by the Board dated 25.01.2024 and It was announced in the bulletin numbered 2024/6. In the said announcement, our Company was included in the 1st Group Companies List.

To be submitted to the approval of the partners at the 2023 Ordinary General Assembly Meeting, Mr. Tolgahan Üreş and Mr. Following the decision of our Company's board of directors regarding the determination of Mehmet Kağan Turan as "Independent Board Member Candidate", our application to the Board was positively received, and the election of these people as Independent Board Members will be submitted for approval at the 2023 Ordinary General Assembly Meeting.

Apart from the independent members of the Board of Directors, proposals will be received at the General Assembly for 4 other people who will be elected as Members of the Board of Directors.

After the proposals are received at the General Assembly to determine the term of office of the Board Members and Independent Board Members who will be elected at the general assembly to be held in accordance with the relevant article of our Company's articles of association, the proposals will be voted on and their term of office will be determined.

The CVs of our current Board Members are available at our Company's website <https://www.sanicaisi.com.tr>.

The independence statements of our independent board member candidates are attached.

9. In accordance with the Capital Markets Board regulations and Corporate Governance Principles, providing information about the payments made to the Members of the Board of Directors and senior managers and the "Remuneration Policy" determined by the Board of Directors, and making decisions regarding the wages and attendance fees to be given to the Members of the Board of Directors in the new period.,

CMB's 4.6.2. In accordance with the Mandatory Corporate Governance Principle no., the remuneration principles of the members of the Board of Directors and senior managers should be put in writing and presented to the information of the partners as a separate item at the General Assembly meeting, giving the shareholders the opportunity to express their opinions on this issue. In this context, our shareholders will be informed at the General Assembly meeting about the payments made to the Members of the Board of Directors and senior managers in accordance with the Remuneration Policy implemented in accordance with the CMB regulations and will be opened to the opinion of our shareholders. Additionally, a decision will be made regarding the remuneration and attendance fees to be given to the Members of the Board of Directors in the new period.

10. Submission of the Independent Auditing Firm to be selected by the Board of Directors for 2024 in line with the Turkish Commercial Code and Capital Markets Board regulations for the approval of the General Assembly.

Within the framework of the decision to be taken by our Board of Directors after the announcement of the General Assembly and to be announced to the public with a material event disclosure, the election of an independent audit company to audit the financial reports of our Company for the 2024 accounting period and to carry out other activities within the scope of the relevant regulations in these laws, in accordance with the provisions of the CMB and the Turkish Commercial Code. It will be submitted for approval.

11. Informing shareholders about transactions made with related parties in 2023,

CMB's 1.3.6. In accordance with the mandatory Corporate Governance Principle no., shareholders who have management control, members of the board of directors, managers with administrative responsibilities and their spouses and relatives by blood and marriage up to the second degree, take any significant action that may cause a conflict of interest with the partnership or its subsidiaries and/or In case the partnership or its subsidiaries carry out a commercial transaction within its scope of business on its own account or on someone else's behalf, or enters another partnership dealing with the same type of commercial business as a partner with unlimited liability; The transactions in question are included in the general assembly agenda as a separate agenda item in order to provide detailed information on the subject at the general assembly and are recorded in the general assembly minutes. In this context, partners will be informed about the transactions made with related parties.

12. Informing shareholders about Donations and Aids made in 2023 and determining an upper limit for donations and aids to be made in 2024,

In accordance with Article 6 of the Capital Markets Board's Dividend Communiqué numbered II-19.1, the limit of donations to be made should be determined by the general assembly in cases not specified in the articles of association, and the donations and payments made should be submitted to the information of the partners at the ordinary general assembly. No donations were made by our Company in 2023. The upper limit for donations and aid to be made in 2024 will be determined by the decision of the General Assembly as a result of receiving proposals on the subject and voting on future proposals.

13. Within the scope of Article 12/4 of the "Corporate Governance Communiqué No. II- 17.1" of the Capital Markets Board, informing the General Assembly about the income or benefits obtained from the guarantees, pledges, mortgages and guarantees given by the Company in favor of third parties in 2023

In accordance with the 4th paragraph of the 12th article of the "Corporate Governance Communiqué" numbered II-17.1 of the Capital Markets Board, the income or benefits obtained from the guarantees, pledges, mortgages and guarantees given by our Company in favor of third parties are included as a separate item in the agenda of the ordinary general assembly meeting. must give. There are no guarantees, pledges or mortgages given by our company in favor of third parties in 2023.

14. Granting permission to shareholders who have management control, members of the Board of Directors, managers with administrative responsibilities and their spouses and relatives by blood and marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code and Capital Markets Board regulations.

It is only possible for our members of the Board of Directors to conduct transactions within the framework of the first paragraph of Article 395 of the Turkish Commercial Code, titled "Prohibition on Transacting with the Company, Borrowing Debt to the Company" and Article 396 titled "Prohibition of Competition", only with the approval of the General Assembly.

CMB's 1.3.6. In accordance with the mandatory Corporate Governance Principle no., shareholders who have management control, members of the board of directors, managers with administrative responsibilities and their spouses and relatives by blood and marriage up to the second degree, take any significant action that may cause a conflict of interest with the partnership or its subsidiaries and/or In case the partnership or its subsidiaries carry out a commercial transaction within its scope of business on its own account or on someone else's behalf, or enters another partnership dealing with the same type of commercial business as a partner with unlimited liability; The transactions in question are included in the general assembly agenda as a separate agenda item in order to provide detailed information on the subject at the general assembly and are recorded in the general assembly minutes.

In order to fulfill the requirements of these regulations, this permission will be submitted to our shareholders for approval at the General Assembly.

In addition, in line with the Capital Markets Board Corporate Governance Communiqué, shareholders will be informed about whether there are any transactions carried out within this scope in 2022 and, if so, about the transactions and their amounts.

15. Wishes.

APPENDICES

Ek-1 Profit Distribution Table

Ek-2 Independence Declarations of Independent Board Member Candidates (Turkish)

Ek-1 Profit Distribution Table

SANİCA ISI SANAYİ A.Ş. PROFIT DISTRIBUTION TABLE FOR 2023 (TL)			
1	Paid / Issued Capital	135.000.000	
2	Total Legal Reserve Fund (According to Legal Records)	45.881.851	
If there is a privilege in profit distribution in accordance with the articles of association, information regarding the privilege in question		There is no privilege.	
		According to CMB	According to Legal Records
3	Term Profit	320.567.086	226.256.906
4	Taxes Payable (-)	-44.108.519	5.576.275
5	Net Period Profit (=)	364.675.605	220.680.631
6	Previous Years Losses (-)	0	0
7	First Order Legal Reserve (-)	34.007.456	11.034.032
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	330.668.149	209.646.599
9	Donations Made During the Year (+)	0	
10	Net distributable profit for the period including donations from which the first dividend will be calculated	330.668.149	
11	1st Dividend to Partners	0	
	- Cash	0	
	- Free	0	
	- Total	0	
12	Dividend Distributed to Preferred Share Holders	0	
13	Dividends to board members, employees, etc.	0	
14	Dividend distributed to dividend holders	0	
15	Second Dividend to Partners	0	
16	Second Order Legal Reserve Fund	0	
17	Status Reserves	0	
18	Special Reserves		
19	EXTRAORDINARY RESERVES	330.668.149	186.673.175
20	Other Resources Envisaged to be Distributed	0	0
	- Retained Profit	0	
	- Extraordinary Reserves		
	- In accordance with the Law and Articles of Association		
	Other Deployable Reserves		
21	Legal Reserve Fund Allocated for Other Resources Envisaged to be Distributed	0	

INFORMATION ABOUT THE DISTRIBUTED DIVIDEND RATE				
DIVIDEND INFORMATION PER SHARE				
	GROUP	TOTAL DIVIDEND AMOUNT (TL)	DIVIDEND PER SHARE WITH 1 TL NOMINAL VALUE	
			AMOUNT (TL)	RATIO (%)
GROSS	A	0	0,000000	0,0000
	B	0	0,000000	0,0000
	TOTAL	0	0,000000	0,0000
NET	A	0	0,000000	0,0000
	B	0	0,000000	0,0000
	TOTAL	0	0,000000	0,0000
RATIO OF DISTRIBUTED DIVIDEND TO NET DISTRIBUTABLE PERIOD PROFIT WITH DONATIONS ADDED				
DIVIDEND AMOUNT DISTRIBUTED TO PARTNERS (TL)		RATIO OF DIVIDEND DISTRIBUTED TO PARTNERS TO NET DISTRIBUTABLE PERIOD PROFIT WITH DONATIONS ADDED (%)		
0,00		0,00		

Ek-2 Independence Declarations of Independent Board Member Candidates (Turkish)

BAĞIMSIZLIK BEYANI

Sanica Isı Sanayi A.Ş. (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun Kurumsal Yönetim Tebliği'nde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticarî ilişki kurulmadığını,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Mevzuata uygun olarak üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmayacağımı,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşik sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

h) Yönetim kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

Yukarıda belirtmiş olduğum hususlar doğrultusunda TTK ve SPK mevzuatında belirtilmiş olan bağımsız üye şartlarını taşıdığımı beyan ederim.

Tarih : 29/02/2024
Ad Soyad : TOLGAHAN ÜREŞ



BAĞIMSIZLIK BEYANI

Sanica Isı Sanayi A.Ş. (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun Kurumsal Yönetim Tebliği'nde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişki kurulmadığını,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Mevzuata uygun olarak üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmayacağımı,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşik sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

h) Yönetim kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

Yukarıda belirtmiş olduğum hususlar doğrultusunda TTK ve SPK mevzuatında belirtilmiş olan bağımsız üye şartlarını taşıdığımı beyan ederim.

Tarih : 18/03/2024
Ad Soyad : MEHMET KAĞAN TURAN

