CORPORATE GOVERNANCE INFORMATION FORM

4.004850018500	
1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights The number of investor meetings (conference, seminar/etc.) organized by	
the company during the year	4
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1.2. Right to Obtain and Examine Information	0
The number of special audit request(s) The number of special audit requests that were accepted at the Constall.	0
The number of special audit requests that were accepted at the General	0
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/tr/Bildirim/838702
. , ,	
Whether the company provides materials for the General Shareholders'	Provided both in Turkish and English.
Meeting in English and Turkish at the same time	
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 Communique on Corporate	-
Governance (II-17.1)	
The links to the PDP announcements associated with common and	
continuous transactions in the context of Article 10 of the Communique on	-
Corporate Governance (II- 17.1)	
The name of the section on the corporate website that demonstrates the	-
donation policy of the company	
The relevant link to the PDP with minute of the General Shareholders'	-
Meeting where the donation policy has been approved	
The number of the provisions of the articles of incorporation that discuss	10
the participation of stakeholders to the General Shareholders' Meeting	
Identified stakeholder groups that participated in the General Shareholders'	https://www.kap.org.tr/tr/Bildirim/838702
Meeting, if any	-
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	89.91
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the	No
ratio) in the articles of the association	
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	www.celebiyatirimci.com >> Stock Information
dividend distribution policy	>> Dividend Policy
Minutes of the relevant agenda item in case the board of directors	
proposed to the general assembly not to distribute dividends, the reason for	-
such proposal and information as to use of the dividend.	

CORPORATE GOVERNANCE INFORMATION FORM

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	General	Percentage of shares directly present at the GSM	of shares	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	PDP general shareholder
31.03.2020	0 0	90.50%	0.0000041%	90.50%	General Assembly >> Minutes of	www. celebiyatirimci. com >> Information about General Assembly >> Minutes of General Assembly Meetings and List of Attendees >> Ordinary General Assembly Meeting dated 31 March 2020 >> Minutes of the Meeting	-	47	https://www. kap.org.tr/tr/ Bildirim/838702
2. DISCLO	SURE AND TR	ANSPARENC	Y						
2.1. Corp	orate Website								
Specify the Principle		sections of th	e website prov	viding the inf	ormation request	ed by the	www.celebiy	atirimci.com	
		name of the	sections of the	website pro	viding the list of s	hareholders	www.celebiyatirimci.com >> About Us		
					% of the shares.		>> Shareholding Structure		
List of lan 2.2. Annu	guages for whi	ch the website	e is available				Turkish and English		
information a) The pa	on requested b ge numbers a	oy principle 2. nd/or name o	2.2. f the sections	in the Annua	eport that demons al Report that den ors and executives	nonstrate the	Board of Dir	-	, Committees
			ndenendence	of the company and declarations on independence of board members 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					
of the cor	mpany and dec	clarations on i	the sections in	n the Annual		onstrate the	and Senior I	Management , Audit and E	t, Committees >> Corporate arly Detection
b) The painformation	mpany and dec ge numbers ar on on committe ge numbers ar on on the numb	clarations on ind/or name of ees formed w	the sections in the board the sections in	n the Annual I structure n the Annual		onstrate the	and Senior I	Management , Audit and E mittees f Directors he	>> Corporate arly Detection
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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 The number of definitive convictions the company was subject to in relation to	
preach of employee rights	-
The position of the person responsible for the alert mechanism (i.e.	
whistleblowing mechanism)	Members of the Ethics Board
The contact detail of the company alert mechanism	ethics@celebiaviation.com
3.2. Supporting the Participation of the Stakeholders in the Corporation's Mana	
Name of the section on the corporate website that demonstrates the internal	-
regulation addressing the participation of employees on management bodies	-
Corporate bodies where employees are actually represented	Employee Committee
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a	Defined in the Company's Human Resources Policy.
succession plan for the key management positions	Defined in the company's Human resources Folicy.
The name of the section on the corporate website that demonstrates the	Defined in the Human Resources section at the www.
human resource policy covering equal opportunities and hiring principles. Also	celebiaviation.com
provide a summary of relevant parts of the human resource policy.	
Whether the company provides an employee stock ownership program	-
The name of the section on the corporate website that demonstrates the	Defined in the Human Passuress section at the
human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the	Defined in the Human Resources section at the www. celebiaviation.com
human resource policy.	Celebiaviation.com
The number of definitive convictions the company is subject to in relation to	
	-
health and safety measures	
health and safety measures 3.5. Ethical Rules and Social Responsibility	
3.5. Ethical Rules and Social Responsibility	www.celebiyatirimci.com >>
3.5. Ethical Rules and Social Responsibility The name of the section on the corporate website that demonstrates the code of ethics The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the	Disclosures >> Code of Ethics https://www.celebiaviation.com/about/social-
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3.5. Ethical Rules and Social Responsibility The name of the section on the corporate website that demonstrates the code of ethics The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues. Any measures combating any kind of corruption including embezzlement and bribery 4. BOARD OF DIRECTORS-I 4.2. Activity of the Board of Directors Date of the last board evaluation conducted Whether the board evaluation was externally facilitated Whether all board members released from their duties at the GSM Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties Number of reports presented by internal auditors to the audit committee or any relevant committee to the board 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 Name of the CEO If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles 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	Disclosures >> Code of Ethics https://www.celebiaviation.com/about/social-responsibility www.celebiyatirimci.com >> Disclosures >> Code of Ethics
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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 Audi Accounting And/Or Finance Or Not	
Can Çelebioğlu	Yes	Not Independent Director	06.01.1983	-	-	-	Yes	
sak Antika	Yes	Not Independent Director	17.05.2013	-	-	-	Yes	
Canan Çelebioğlu	No	Not Independent Director	06.01.1983	-	-	-	Yes	
Turgay Kuttaş	No	Not Independent Director	24.05.2012	-	-	-	Yes	
Mehmet Murat Çavuşoğlu	No	Not Independent Director	17.05.2013	-	-	-	Yes	
Mehmet Yağız Çekin	No	Not Independent Director	17.05.2013	-	-	-	Yes	
Jğur Tevfik Doğan	No	Independent Director	19.04.2018	https://www.kap.org. tr/tr/Bildirim/749075	Considered by the Corporate Governance Committee	No	Yes	
Halil Yurdakul Yiğitgüden	No	Independent Director	09.04.2019	https://www.kap.org. tr/tr/Bildirim/749075	Considered by the Corporate Governance Committee	No	Yes	
in person)		meetings in the repose rate at board me		nou (meemigs	45 82%			
		n electronic portal		t its work or not				
		.			INU			
	-	ahead of the board s per the board cha	•	to provide	3			
The name of the sinformation about		n the corporate we rd charter	bsite that	demonstrates	-			
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors					The upper limit specified in sub-clause (i) of Article 4.3.6 of the CMB Corporate Governance Principles is accepted.			
4.5. Board Comm	ittees							
Page numbers or section names of the annual report where information about the board committees are presented					Board of Directors, Audit, Committees and Senior Management >> Corporate Governance, Audit and Early Detection of Risk Committees			
Link(s) to the PDF	announ	cement(s) with the	https://www.kap.org.tr/tr/Bildirim/283276					

Composition of Board Committees-I

charters

	Name of Committees		Whether	
	Defined As "Other" in	Name-Surname of	Committee	Whether Board
Names of the Board Committees	the First Column	Committee Members	Chair or Not	Member or Not
Audit Committee	-	Uğur Tevfik Doğan	-	Board Member
Audit Committee	-	Halil Yurdakul Yiğitgüden	-	Board Member
Corporate Governance Committee	-	Uğur Tevfik Doğan	-	Board Member
Corporate Governance Committee	-	Mehmet Yağız Çekin	-	Board Member
Corporate Governance Committee	-	Deniz Bal	-	Board Member
Early Detection of Risk Committee	-	Halil Yurdakul Yiğitgüden	-	Board Member
Early Detection of Risk Committee	-	Turgay Kuttaş	-	Board Member

https://www.kap.org.tr/tr/Bildirim/283276

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)	www.celebiyatirimci.com >> Disclosures >> Working Principles of the Audit Committee
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)	www.celebiyatirimci.com >> Disclosures >> Working Principles of the Corporate Governance Committee
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 Corporate Governance Committee undertakes the duties of the Nominating 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)	www.celebiyatirimci.com >> Disclosures >> Working Principles of the Early Detection of Risk Committee
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	The Corporate Governance Committee undertakes the duties of the Remuneration Committee.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Annual Report >> The Relevant Sector, 2020 Activities and Performance
Specify the section of website where remuneration policy for executive and non-executive directors is presented.	<u>www.celebiyatirimci.com</u> >> Disclosures >> Remuneration Policy
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)	Annual Report >> Financial Rights Provided to the Members of the Governing Body and Senior Management

Composition of Board Committees-II

					The Number
	Name of	The Percentage	The Percentage		of Reports on
	committees	of Non-	of Independent	The Number of	Its Activities
Names of the Board	defined as "Other"	executive	Directors in the	Meetings Held in	Submitted to the
Committees	in the first column	Directors	Committee	Person	Board
Audit Committee	-	100%	100%	6	-
Corporate Governance Committee	-	100%	33%	5	-
Early Detection of Risk Committee	-	100%	50%	6	-

CORPORATE GOVERNANCE COMPLIANCE REPORT

		Complia	nce St	atus		
	Yes	Partial	No		Not Applicable	Evolunation
1.1. FACILITATING THE EXERCISE OF	168	raillai	140	Exempled	Not Applicable	<u> Ехріанаціон</u>
SHAREHOLDER RIGHTS						
1.1.2- Up-to-date information and						
disclosures which may affect the exercise	Х					
of shareholder rights are available to	^					
investors at the corporate website.						
1.2. RIGHT TO OBTAIN AND REVIEW						
INFORMATION						
1.2.1 - Management did not enter into any						
transaction that would complicate the	Χ					
conduct of special audit.						
1.3. GENERAL ASSEMBLY						
1.3.2 - The company ensures the clarity						
of the General Assembly agenda, and that	V					
an item on the agenda does not cover	Х					
multiple topics.						
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	Х					
activities in order for these transactions to						
be presented at the General Shareholders'						
Meeting.						
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	Х					
for the preparation of the financial	~					
statements were present at the General						
Shareholders' Meeting.						
1.3.10 - The agenda of the General						
Shareholders' Meeting included a						
separate item detailing the amounts	Х					
and beneficiaries of all donations and	~					
contributions.						
1.3.11 - The General Shareholders' Meeting						
was held open to the public, including the						
stakeholders, without having the right to	Χ					
speak.						
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing						
shareholders from exercising their	Χ					
shareholder rights.	•					
1.42 - The company does not have shares						
that carry privileged voting rights.	Х					
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	Х					
case such cross-ownership provides						
management control.						
managomoni control.						

	Yes	Partial	No	iance Status Exempted Not Applicable	Explanation
1.5. MINORITY RIGHTS					
1.5.1 - The company pays maximum diligence to the exercise of minority rights.			X		Minority shareholdings interests are not represented in the Company's administration because there is are no minority shareholders who have been designated as candidates in elections for Company directors or statutory auditors and elected to such positions.
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		The Company's articles of incorporation contain no provisions concerning the representation of minority shareholding interests on the Board of Directors or governing the accumulated voting method.
1.6. DIVIDEND RIGHT					
1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	Х				
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.	х				
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.				Х	
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	Х				
1.7. TRANSFER OF SHARES 1.7.1 - There are no restrictions preventing shares from being transferred.	Х				
2.1. CORPORATE WEBSITE 2.1.1 The company website includes all elements listed in Corporate Governance Principle 2.1.1.	Х				
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.	Х				
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.	Х				

	Compliance Status					
	Yes	Partial	No		Not Applicable	Explanation
2.2. ANNUAL REPORT				- 1	1 1 1	p
2.2.1 - The board of directors ensures that						
the annual report represents a true and	Х					
complete view of the company's activities.	^					
2.2.2 - The annual report includes all						
elements listed in Corporate Governance	Х					
Principle 2.2.2.	^					
3.1. CORPORATION'S POLICY ON STAKEHO	I DEBS					
3.1.1- The rights of the stakeholders	LDLING					
are protected pursuant to the relevant						
regulations, contracts and within the	Χ					
framework of bona fides principles.						
3.1.3 - Policies or procedures addressing	~					
stakeholders' rights are published on the	Χ					
company's website. 3.1.4 - A whistleblowing program is in place						
	Χ					
for reporting legal and ethical issues.						
3.1.5 - The company addresses conflicts of	V					
interest among stakeholders in a balanced	Χ					
manner.						
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/	Х					
manuals), regulate the participation of	, ,					
employees in management.						
3.2.2 - Surveys/other research techniques,						
consultation, interviews, observation						
method etc. were conducted to obtain	Х					
opinions from stakeholders on decisions						
that significantly affect them.						
3.3. HUMAN RESOURCES POLICY						
3.3.1 - The company has adopted an						
employment policy ensuring equal	Χ					
opportunities, and a succession plan for all	^					
key managerial positions.						
3.3.2 - Recruitment criteria are	Χ					
documented.						
3.3.3 - The company has a policy on						
human resources development, and	Χ					
organizes trainings for employees.						
3.3.4 - Meetings have been organized to						
inform employees on the financial status	Х					
of the company, remuneration, career	^					
planning, education and health.						

			Compl	ance Status		
	Yes	Partial	No		Not Applicable	Explanation
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X	, artial	140	Exompted	тостърновые	Decisions that may affect the employees are notified to themselves and to the employee representatives, but since there is no union structure at Çelebi Hava Servisi A.Ş., it is not applicable to get union opinion.
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.	х					
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.	Х					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining. 3.3.9 - A safe working environment for					Х	
employees is maintained. 3.4. RELATIONS WITH CUSTOMERS AND SU 3.4.1 - The company measured its	X	RS .				
customer satisfaction, and operated to ensure full customer satisfaction. 3.42 - Customers are notified of any delays	X					
in handling their requests. 3.43 - The company complied with the quality standards with respect to its	X					
products and services. 3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets	Х					
of its customers and suppliers. 3.5. ETHICAL RULES AND SOCIAL RESPONS 3.5.1 - The board of the corporation has	SIBILITY	,				
adopted a code of ethics, disclosed on the corporate website. 3.5.2 - The company has been mindful of	Х					
its social responsibility and has adopted measures to prevent corruption and bribery.	Х					
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.	Х					

			Compl	iance Status	
	Yes	Partial	No	Exempted Not Applicable	Explanation
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	randi	110	Exempted Not Applicable	Explanation
4.2. ACTIVITIES OF THE BOARD OF DIRECT	ORS				
4.2.1 - The board of directors documented its meetings and reported its activities to the shareholders.	Х				
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	Х				
4.2.3 - The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	Х				
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	Х				
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	Х				
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.	х				
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X				
4.3. STRUCTURE OF THE BOARD OF DIRECT 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.	TURS	X			There is a female member at the Board of Directors of our Company. Although a policy has not been established yet, our Company strives to increase the number of female members.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	Х				
4.4. BOARD MEETING PROCEDURES4.4.1 - Each board member attended the majority of the board meetings in person.	X				
4.42 - 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.	Х				

			Compl	iance Status		
	Yes	Partial	No	Exempted Not App	licable	Explanation
4.4.3 - The opinions of board members						
that could not attend the meeting, but did	Х					
submit their opinion in written format, were						
presented to other members.						
4.4.4 - Each member of the board has one	Х					
vote.						
445 - The board has a charter/written						
internal rules defining the meeting	Χ					
procedures of the board.						
44.6 - Board minutes document that						
all items on the agenda are discussed,	X					
and board resolutions include director's						
dissenting opinions if any.						
44.7 - There are limits to external						
commitments of board members.						
Shareholders are informed of board	Χ					
members' external commitments at the						
General Shareholders' Meeting.						
4.5. BOARD COMMITTEES						
4.5.5 - Board members serve in only one of						Since the Company's
the Board's committees.						Board of Directors
						consists of 6 members
						other than the chairman
			Х			and the vice chairman
						and there are 3 different
						committees formed,
						some members serve
						on more than one
450 0 10 1 1 1 1						committee.
4.5.6 - Committees have invited persons						
to the meetings as deemed necessary to	Χ					
obtain their views.						- 1
4.5.7 - If external consultancy services are						The committees formed
used, the independence of the provider is					,	under the Board of
stated in the annual report.				>	(Directors did not receive
						any external consultancy
A E O Minutos of all as manitus a massive as						services.
4.5.8 - Minutes of all committee meetings	X					
are kept and reported to board members.						

	Compliance Status					
	Yes	Partial	No	Exempted N	Not Applicable	Explanation
4.6. FINANCIAL RIGHTS						
4.6.1 - The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	Х					
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 favor of them.	X					
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.			Х			The remunerations and all other benefits provided to the members of the Board of Directors and to the executives with administrative responsibility are disclosed in the "Financial Rights Provided to the Members of the Governing Body and Senior Managers" section of the annual report.